

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-27**  
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### REPORTING OWNER

#### **DRISCOLL WILLIAM LINDEKE**

CIK: **1272732**

Type: **4** | Act: **34** | File No.: **001-32729** | Film No.: **13524833**

Mailing Address

*30 EAST SEVENTH STREET,  
SUITE 2000  
SAINT PAUL MN 55101-4930*

### ISSUER

#### **POTLATCH CORP**

CIK: **1338749** | IRS No.: **820156045** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6798** Real estate investment trusts

Mailing Address

*601 WEST FIRST AVENUE  
SUITE 1600  
SPOKANE WA 99201*

Business Address

*601 WEST FIRST AVENUE  
SUITE 1600  
SPOKANE WA 99201  
(509) 835-1500*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>DRISCOLL WILLIAM LINDEKE</b>			2. Issuer Name and Ticker or Trading Symbol <b>POTLATCH CORP [PCH]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/27/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
601 W. FIRST AVENUE, SUITE 1600			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SPOKANE, WA 99201</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/27/2012		<u>G</u>		19,785	D	\$ 0	38,862	D	
Common Stock	12/31/2012		<u>G</u>		30,000	D	\$ 0	0	I	Santa Fe, LLC
Common Stock	12/31/2012		<u>G</u>		4,900	D	\$ 0	0	I (1)	Paragon, LLC
Common Stock	12/31/2012		<u>G</u>		4,900	A	\$ 0	4,900	I (1)	Family Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. On December 31, 2012, the interests in Paragon LLC were transferred to a family trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of these shares.

**Signatures**

/s/ Lorrie D. Scott, Attorney-in-Fact

\*\* Signature of Reporting Person

01/11/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**