

POTLATCH CORP
Form 4
February 21, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeReu William R

(Last) (First) (Middle)

C/O POTLATCH CORPORATION, W. 601 FIRST AVE., STE. 1600

(Street)

SPOKANE, WA 99201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POTLATCH CORP [PCH]

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP Real Estate

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
Common Stock	02/16/2017		A	V Amount 2,493.143 (1)	(A) or (D) A \$ 0 30,607.383 (2)	D	
Common Stock	02/16/2017		A	1,302 (3)	A \$ 0 31,909.383	D	
Common Stock	02/16/2017		F	784.9 (4)	\$ 43.6 31,124.483	D	
Common Stock	02/16/2017		F	262.83 (5)	\$ 43.6 30,861.653	D	
Common Stock					2,802	I	401K (6)

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- (4) Represents shares of common stock surrendered to satisfy tax liability due at settlement of 2014-2016 Performance Share Grant; not an open market transaction.
- (5) Represents shares of common stock surrendered to satisfy tax liability due at vesting of Restricted Stock Unit award; not an open market transaction.
- (6) Reflects periodic contributions to the issuer's common stock fund in the issuer's 401(k) plan.

Remarks:

Reporting Owner:

William R. DeReu, Vice President Real Estate

CIK 1359857

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

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