Edgar Filing: POTLATCH CORP - Form 4/A

Form 4/A									
January 16, FORM Check th if no lon subject t Section Form 4 of Form 5 obligation may com <i>See</i> Instr 1(b).	A 4 UNITED his box ger o 16. or Filed pur Section 17(Wa MENT OF CHAI rsuant to Section	ashington NGES IN SECUF 16(a) of th Jtility Hol	, D.C. 20 BENEF RITIES le Securit ding Con	549 ICIAL ties Excl npany A	GE COMMISSION OWNERSHIP OF hange Act of 1934, act of 1935 or Section f 1940	OMB Number: Expires: Estimated burden hou response	urs per	
(Print or Type	Responses)								
WEYERHAEUSER WILLIAM T POTI (Last) (First) (Middle) 3. Data (Mont			euer Name and Ticker or Trading bl LATCH CORP [PCH] e of Earliest Transaction h/Day/Year) /2006			Issuer (Che	(Check all applicable) X_Director10% Owner Officer (give titleOther (specify		
(Street) 4. If Ame Filed(Mo			Month/Day/Year) Applicable Li			Applicable Line)	or Joint/Group Filing(Check 2) by One Reporting Person		
SPOKANE	, WA 99201	12/03/.	2000				More than One R		
(City)	(State)	(Zip) Tal	ble I - Non-I	Derivative	Securitie	s Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Rej	port on a separate line	e for each class of sec	curities benef	ficially own	ned direct	ly or indirectly.			

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Mor	nth/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 41.53 (1)	12/01/2006		А		1,083.554 (2)		(3)	(3)	Common Stock	1,083.554

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when Plante, Plantess	Director	10% Owner	Officer	Other			
WEYERHAEUSER WILLIAM T 601 W. RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201	Х						
Signatures							
Pamela A. Mull, Attorney-in-Fact	01/16/2007						

**Signature of Reporting Person

Explanation of Responses:

- * 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).

Date

Phantom stock units are credited to the reporting person's account on the transaction date in accordance with the provisions of the(1) Potlatch Corporation Deferred Compensation Plan for Directors II and will be converted to cash and paid on a 1-for-1 basis with the issuer's common stock.

The phantom stock units acquired represent an annual equity compensation award approved by the issuer's Board of Directors and

- (2) granted to the reporting person. The number of phantom stock units was determined by dividing the closing price of the issuer's common stock on the transaction date into the reporting person's award amount.
- (3) The phantom stock units become payable in cash upon the reporting person's termination of service as a director of Potlatch Corporation.
- (4) This Form 4-A corrects the amount shown in this column from that shown in the reporting person's Form 4 filed December 5, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.