

GOTTWALD JOHN D

Form 4

February 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOTTWALD JOHN D

(Last) (First) (Middle)

TREDEGAR
CORPORATION, 1100
BOULDERS PARKWAY

(Street)

RICHMOND, VA 23225

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TREDEGAR CORP [TG]

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

02/02/2006

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Tredegar Common Stock	02/02/2006		M		14,250	A	\$ 8.38	1,679,162	D
Tredegar Common Stock	02/02/2006		M		18,000	A	\$ 9.67	1,697,162	D
Tredegar Common Stock								245,612	I
Tredegar								12,953	I
									Footnote (1)
									Footnote

Footnote
(1)

Footnote

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Common Stock			<u>(2)</u>
Tredegar Common Stock	4,710	I	Footnote <u>(3)</u>
Tredegar Common Stock	714	I	Footnote <u>(4)</u>
Tredegar Common Stock	2,901	I	Footnote <u>(5)</u>
Tredegar Common Stock	1,215	I	Footnote <u>(6)</u>
Tredegar Common Stock	8,571	I	Footnote <u>(7)</u>
Tredegar Common Stock	4,935	I	Footnote <u>(8)</u>
Tredegar Common Stock	25,399	I	Footnote <u>(9)</u>
Tredegar Common Stock	25,399	I	Footnote <u>(10)</u>
Tredegar Common Stock	2,100	I	Footnote <u>(11)</u>
Tredegar Common Stock	4,710	I	Footnote <u>(12)</u>
Tredegar Common Stock	3,590	I	Footnote <u>(13)</u>
Tredegar Common Stock	3,590	I	Footnote <u>(14)</u>
Tredegar Common Stock	1,244	I	Footnote <u>(15)</u>
Tredegar Common Stock	1,244	I	Footnote <u>(16)</u>

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Tredegar Common Stock	450	I	Footnote (17)
Tredegar Common Stock	24,544	I	Footnote (18)
Tredegar Common Stock	90,000	I	Footnote (19)
Tredegar Common Stock	15,840	I	Footnote (20)
Tredegar Common Stock	560,509	I	Footnote (21)
Tredegar Common Stock	142,365	I	Footnote (22)
Tredegar Common stock	2,996	I	Footnote (23)

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

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SEC 1474
(9-02)

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.38	02/02/2006		M		14,250		02/21/1997	02/21/2006	Common Stock	14,250
	\$ 9.67	02/02/2006		M		18,000		02/21/1997	02/21/2006		18,000

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOTTWALD JOHN D TREDEGAR CORPORATION 1100 BOULDERS PARKWAY RICHMOND, VA 23225	X

Signatures

Patricia A. Thomas,
Attorney-In-Fact

02/03/2006

__Signature of Reporting Person

Date

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).

Equivalent shares as reported by the Tredegar Corporation Retirement Savings Plan (the "Savings Plan"). The Savings Plan maintains its records through unit accounting and not share accounting. Therefore, the number of equivalent shares can fluctuate up or down

- (1) depending upon the unit value within the trust solely as a result of a change in fair market value of Tredegar stock even if the employee takes no action in the Savings Plan. The amount reported includes units acquired in exempt transactions under Rule 16b-3 pursuant to the Savings Plan during the period from September 1, 2005 through February 2, 2006.
- (2) Owned by wife. (Reporting person disclaims beneficial ownership.)
- (3) Shares transferred from UGMA of which reporting person was custodian to adult son, Samuel S. Gottwald. (Reporting person disclaims beneficial ownership.)
- (4) Held by reporting person as custodian for son, James C. Gottwald. (Reporting person disclaims beneficial ownership.)
- (5) Held by W. M. Gottwald as trustee FBO James C. Gottwald U/A dated 10-20-87. (Reporting person disclaims beneficial ownership.)
- (6) Held as trustee FBO Elizabeth I. Gottwald U/A dated 10-20-87. (Reporting person disclaims beneficial ownership.)
- (7) Held for James M. Gottwald U/A dated 12-1-81, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
- (8) Held for Sarah Wren Gottwald U/A dated 3-1-83, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
- (9) Held by W. M. Gottwald as trustee FBO James C. Gottwald U/A dated 12-21-87. (Reporting person disclaims beneficial ownership.)
- (10) Held by W. M. Gottwald as trustee FBO Samuel S. Gottwald U/A dated 12-21-87. (Reporting person disclaims beneficial ownership.)
- (11) Held as co-trustee FBO Elizabeth Ingrid Gottwald U/A dated 3-28-85. (Reporting person disclaims beneficial ownership.)
- (12) Held as co-trustee FBO William M. Gottwald, Jr. U/A dated 10-13-83. (Reporting person disclaims beneficial ownership.)
- (13) Held by W. M. Gottwald, trustee of Sam's Crummey Trust (Samuel S. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (14) Held by W. M. Gottwald, trustee of James' Crummey Trust (James C. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)

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- (15) Held as trustee of Michael's Crummey Trust (William M. Gottwald, Jr.) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (16) Held as trustee of Beth's Crummey Trust (Elizabeth I. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (17) Held by me as custodian for son, Charles H. Gottwald. (Reporting person disclaims beneficial ownership.)
- (18) Held by W. M. Gottwald as trustee FBO Charles H. Gottwald U/A dated 10-18-89. (Reporting person disclaims beneficial ownership.)
- (19) Held by Thomas McN. Millhiser and James T. Gottwald, as trustees, of the John D. Gottwald Family Trust, FBO reporting person's children, U/A dated 4-10-92. (Reporting person disclaims beneficial ownership.)
- (20) Held by W. M. Gottwald as trustee FBO Margaret A. Gottwald U/A dated 3-09-92. (Reporting person disclaims beneficial ownership.)
- (21) Held as co-trustee FBO (among others) reporting person's family u/w Floyd D. Gottwald.
- (22) Held as co-trustee of the William M. Gottwald Trust U/A dated 8-16-90. (Reporting person disclaims beneficial ownership.)
- (23) Held by W. M. Gottwald, trustee of Chase's Crummey Trust (Charles H. Gottwald) U/A dated 9/5/89. (Reporting person disclaims beneficial ownership.)
- (24) Total number includes stock options with varying exercisable dates, expiration dates and conversion prices.

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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