KNOLL JEROME C

Form 4

February 21, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KNOLL JEROME C			2. Issuer Name an Symbol	d Ticker or Tradi	5	5. Relationship of Reporting Person(s) to Issuer			
			POTLATCH CO	ORP (OLD) [P	PCH]	(Check all applicable)			
(Last)	(First) (3. Date of Earliest T	Γransaction			400		
			(Month/Day/Year) 02/21/2006			_X_ Director Officer (give to		Owner or (specify	
SUITE 1100			U212112000			pelow)	below)		
	(Street)	•	4. If Amendment, D	Date Original	(6. Individual or Joi	nt/Group Filin	g(Check	
		I	Filed(Month/Day/Yea	ar)		Applicable Line)	D (' D		
SPOKANE, WA 99201			_X_ Form filed by One Reporting Perso Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - Non-	Derivative Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Date			4. Securities Ac		5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)		Date, if Transacti Code	omr Disposed of (Instr. 3, 4 and		Securities Beneficially	Ownership Form:	Indirect Beneficial	
(IIISU. 3)		any (Month/Day		(IIIsu. 3, 4 and	3)	Owned	Direct (D)	Ownership	
		•	. , , , ,			Following	or Indirect	(Instr. 4)	
				(A)		Reported	(I)		
			Code V	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/21/2006		M	1,879 A	\$ 22.0713	12,064	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

Edgar Filing: KNOLL JEROME C - Form 4

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. Transactic Code (Instr. 8)	5. Number tion 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)	\$ 22.0713	02/21/2006		M		1,879 (1)	12/04/2005	12/04/2013	Common Stock	1,879

D . I . 4* I. *..

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps					
	Director	10% Owner	Officer	Other		

KNOLL JEROME C 601 W. RIVERSIDE AVENUE, SUITE 1100 X SPOKANE, WA 99201

Signatures

Malcolm A. Ryerse, Attorney-in-fact

02/21/2006

**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).
- The reporting person was granted stock options on December 4, 2003, to vest in two equal annual installments. The reporting person (1) previously exercised the first installment and this figure represents the second installment exercised. The grant was made under the stockholder-approved Potlatch Corporation 2000 Stock Incentive Plan.
- (2) The stock option, after exercise, was acquired and added to the shares previously owned by the reporting person, therefore Column 8 has been left blank.

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.

Reporting Owners 2