

POTLATCH CORP
Reported by
DRISCOLL WILLIAM LINDEKE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 04/03/17

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CIK 0001338749
Symbol PCH
Fiscal Year 12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * DRISCOLL WILLIAM LINDEKE (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/3/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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		(A)	(D)	Date Exercisable	Expiration Date					Title
Phantom Stock Units (1)	\$0.00 (2)	4/3/2017		A		285.326			(3)	(3)	Common Stock	285.326	\$0.00	36654.483 (4)	D

Explanation of Responses:

- (Phantom stock units are credited to the reporting person's account on the transaction date in accordance with the provisions of the Potlatch Corporation
- 1) Deferred Compensation Plan for Directors II and will be paid on a 1-for-1 basis in shares of the issuer's common stock.
- (
- 2) Each unit of phantom stock is the economic equivalent of one share of the issuer's common stock.
- (Phantom stock units will be paid upon the reporting person's termination from service with Potlatch in accordance with the provisions of the Potlatch
- 3) Corporation Deferred Compensation Plan II for Directors.
- (Includes phantom stock allocated to the reporting person's Deferred Compensation Account since reporting person's last report that represent quarterly
- 4) dividends.

Remarks:

Reporting Owner:
William L. Driscoll, Director

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRISCOLL WILLIAM LINDEKE C/O POTLATCH CORPORATION W. 601 FIRST AVE., STE. 1600 SPOKANE, WA 99201	X			

Signatures

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

4/4/2017

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 control number.