

**POTLATCH CORP**  
Reported by  
**RICHARDS JERALD W**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/21/17 for the Period Ending 02/16/17

Address	601 WEST FIRST AVENUE SUITE 1600 SPOKANE, WA 99201
Telephone	(509) 835-1500
CIK	0001338749
Symbol	PCH
SIC Code	6798 - Real Estate Investment Trusts
Industry	Specialized REITs
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Richards Jerald W</b>			<b>POTLATCH CORP [ PCH ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP, Chief Financial Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O POTLATCH CORPORATION, W. 601 FIRST AVE., STE. 1600</b>			<b>2/16/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SPOKANE, WA 99201</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**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			
Common Stock	2/16/2017		A		5725.444 (1)	A	\$0.00	21360.527 (2)	D	
Common Stock	2/16/2017		A		1994 (3)	A	\$0.00	23354.527	D	
Common Stock	2/16/2017		F		1640.35 (4)	D	\$43.60	21714.177	D	
Common Stock	2/16/2017		F		624.16 (5)	D	\$43.60	21090.017	D	
Common Stock								4041	I	401K (6)

**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				

**Explanation of Responses:**

- (1) Represents shares of common stock issued in settlement of 2014-2016 Performance Share Grant.
- (2) Includes adjustments for dividends accrued.
- (3) Represents award of restricted stock units (RSUs) that may be settled only for shares of common stock on a one-for-one basis. The RSUs will vest on December 31, 2019, subject to continued employment through such date. During the vesting period, an amount equal to the dividends that would have been paid on the RSU's had they been in the form of common stock will be converted into additional RSU's. The additional RSU's will also vest December 31, 2019.
- (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:  
Jerald W. Richards, Vice President and Chief Financial Officer

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Richards Jerald W C/O POTLATCH CORPORATION W. 601 FIRST AVE., STE. 1600 SPOKANE, WA 99201</b>			<b>VP, Chief Financial Officer</b>	

**Signatures**/s/ Lorrie D. Scott Attorney-in-Fact2/21/2017

—Signature of Reporting Person

Date

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.

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