

POTLATCH CORP  
Form 4  
February 20, 2003

**FORM 4**

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

OMB APPROVAL

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

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

| 1. Name and Address of Reporting Person*<br><b>Zuehlke Gerald L.</b><br>(Last) (First) (Middle) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Potlatch Corporation - PCH</b>      |   |   |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below)<br><b>Vice President, Chief Financial Officer, Treasurer</b> |  |  |   |
|---|--------------------------------------|--|---|---|---|------------|---|--|--|---|
| Potlatch Corporation<br>601 W. Riverside Ave., Suite 1100                                       |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   | 4. Statement for Month/Day/Year<br><b>February 19, 2003</b>     |            |   |  |  |   |
| (Street)<br>Spokane, WA 99201   |                                      |  |   |   | 5. If Amendment, Date of Original (Month/Day/Year)              |            |   | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |   |
| (City) (State) (Zip)  |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |   |            |   |  |  |   |
| 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 & 5) |            |   | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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  | 02/19/03                             |  | I   |   | 2,032.540   | A          | \$20.34   | 5,111.902 <sup>(1)</sup>   | I  | By 401(k) plan  |

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).

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

**FORM 4 (continued) 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 (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|--|

Edgar Filing: POTLATCH CORP - Form 4

|  | Year) | Year) | Disposed of (D)<br>(Instr. 3, 4 & 5) |   |     |     | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|--|-------|-------|--------------------------------------|---|-----|-----|-------------------|------------------|-------|----------------------------|---------------------------|---------------------------------------|
|  |       |       | Code                                 | V | (A) | (D) |                   |                  |       |                            |                           |                                       |
|  |       |       |                                      |   |     |     |                   |                  |       |                            |                           |                                       |

Explanation of Responses:

(1) Between October 30, 2000, the date of the reporting person's last report with respect to this class of security, and February 19, 2003, the reporting person acquired 746.118 shares of Potlatch common stock under the 401(k) plan. The information in this report is based on a plan statement as of February 19, 2003.

By: /s/ **Malcolm A. Rverse**  
**Attorney-in-fact**

**February 20, 2003**  
 Date

\*\*Signature of Reporting Person

\*\*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 Number.