POTLATCH CORP Form 4 February 05, 2003

Ol	MB APPROVAL		
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

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

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

(Print of Type Responses)

1. Name and Address of Rep	orting Person*		
	-	m.	
Weyerhaeuser	William 	T. 	
(Last)	(First)	(Middle)	
P.O. Box 1278			
	(Street)		
Tacoma,	WA	98401	
(City)	(State)	(Zip)	
2. Issuer Name and Ticker of Potlatch Corporation - PCH	or Trading Symbol		
3. I.R.S. Identification N	umber of Reporting Pe	rson, if an entity (vo	oluntary)
4. Statement for Month/Day	/Year		
02/05/2003			
5. If Amendment, Date of O	riginal (Month/Day/Yea	ar)	

^{6.} Relationship of Reporting Person(s) to Issuer (Check all applicable)

	X _	Director Officer (give	title below)	_ _	10% Owner Other (spec	ify below)			
7.	X	Individual or Joint/Group Filing (Check Applicable line) X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person					_		
			n-Derivative S		quired, Dispo	======== sed of, =======	 ==		
1. Title of Security (Instr. 3)			2.	2A. Deemed		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)			
		action Date	any	(Instr. 8) Code V	- Amount	(A) or Amount (D) Pri			
Comm	on		02/05/03			10,000		21.5988	
Comm	on								
Comm	on								
Comm	 on								
Comm	on 								

- (1) I am the beneficiary and trustee of WBW Trust #1.
- (2) I disclaim beneficial ownership of these shares owned directly by my wife.
- (3) I disclaim beneficial ownership of these shares owned by my spouse as custodian for my minor child.
- (4) I disclaim beneficial ownership of these shares held by a trust for the benefit of my mother for which I am a trustee.
- (5) I disclaim beneficial ownership of these shares held by my sister's

Revocable Trust for which I am the trustee.

**Signature of Reporting Person

FORM 4 (continued)

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

	2. Conver- sion or Exer- cise Price 3.		3A. 4. Deemed Trans- Execut- action	Trans-	_	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	Deriv- ative	Trans- action Date	ion Date if any	Code (Instr. 8)		(Month/D Date	ay/Year) Expira- tion	Title	Amount or Number of Shares
Explanation	of Respo	nses:	======	======	:=======		======	=======	:======
/s/ W. T. Weyerhaeuser					2/5/03				

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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