

Richards Jerald W
Form 4
February 19, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Richards Jerald W

2. Issuer Name and Ticker or Trading Symbol
POTLATCHDELTAIC CORP [PCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O POTLATCHDELTAIC CORPORATION, W. 601 FIRST AVE., STE. 1600

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Chief Financial Officer

(Street)
SPOKANE, WA 99201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------|---|----------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 02/14/2019 | | A | | 19,767.009 (1) | A | \$ 0 | 49,746.969 (2) | D | |
| Common Stock | 02/14/2019 | | A | | 3,285 (3) | A | \$ 0 | 53,031.969 | D | |
| Common Stock | 02/15/2019 | | S | | 7,854 (4) | D | \$ 35.01 | 45,177.969 | D | |
| Common Stock | 02/15/2019 | | S | | 1,536 (5) | D | \$ 35.01 | 43,641.969 | D | |
| Common Stock | | | | | | | | 4,613 | I | 401K (6) |

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

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(9-02)

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

/s/ Lorrie D. Scott, 02/19/2019
Attorney-in-Fact

__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).
- (1) Represents shares of common stock issued in settlement of 2016-2018 Performance Share Grant.
Includes adjustments for dividends accrued and 1,809.396 additional shares of the Company's common stock received by the reporting person in connection with a special dividend declared by the Company on August 30, 2018 and paid to its stockholders on November 15, 2018.
 - (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, 2021, subject to continued employment through such date. During the vesting period, an amount equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs. The additional RSUs will also vest on December 31, 2021.

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(4) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the Performance Shares listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

(5) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

(6) Reflects periodic contributions to the issuer's common stock fund in the issuer's 401(k) plan.

Remarks:

Jerald W. Richards

Vice President and Chief Financial Officer

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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