

TEMPLE INLAND INC
Form 4
December 17, 2004

FORM 4

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

OMB APPROVAL

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

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 *
LEVY RANDALL D

(Last) (First) (Middle)
1300 SOUTH MOPAC
(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TEMPLE INLAND INC [TIN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					24,537 ⁽¹⁾	D	
Common Stock					1,117 ⁽²⁾	I	By Trustee of 401(k) plan ⁽²⁾

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 56.06					02/07/1998 ⁽³⁾ 02/07/2007 ⁽³⁾	Common Stock
Option (right to buy)	\$ 55.5					02/06/1999 ⁽⁴⁾ 02/06/2008 ⁽⁴⁾	Common Stock
Option (right to buy)	\$ 55.5					02/06/2003 02/06/2008	Common Stock
Option (right to buy)	\$ 59.25					02/05/2000 ⁽⁵⁾ 02/05/2009 ⁽⁵⁾	Common Stock
Option (Right to buy)	\$ 55.28					02/04/2002 ⁽⁶⁾ 02/04/2010 ⁽⁶⁾	Common Stock
Option (Right to buy)	\$ 51.3					02/02/2002 ⁽⁷⁾ 02/02/2011 ⁽⁷⁾	Common Stock
Option (Right to buy)	\$ 55.32					02/01/2003 ⁽⁸⁾ 02/01/2012 ⁽⁸⁾	Common Stock
Option (Right to buy)	\$ 43.01					02/07/2004 ⁽⁹⁾ 02/07/2013 ⁽⁹⁾	Common Stock
Option (Right to buy)	\$ 60.03					02/06/2005 ⁽¹⁰⁾ 02/06/2014 ⁽¹⁰⁾	Common Stock
Phantom Stock	\$ 62.16 <u>(11)</u> <u>(12)</u>	12/15/2004 ⁽¹¹⁾⁽¹²⁾	12/15/2004 ⁽¹¹⁾⁽¹²⁾	F	8 <u>(12)</u>	<u>(11)</u> <u>(11)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY RANDALL D 1300 SOUTH MOPAC AUSTIN, TX 78746			Chief Financial Officer	

Signatures

Signed by Leslie K. O'Neal on behalf of Randall D. Levy
12/17/2004

__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) In accordance with the Shareholder Rights Plan adopted by the Company on February 9, 1999, Preferred Stock Purchase Rights are deemed to be attached to the shares of Common Stock.
- Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Temple-Inland Salaried Savings Plan according to the latest report of the Plan Administrator dated November 30, 2004. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
- (2) Options Vesting Schedule: Options Exercisable 02/07/1998 - 365; Options Exercisable 02/07/1999 - 365; Options Exercisable 02/07/2000 - 365; Options Exercisable 02/07/2001 - 365; Options Exercisable 02/07/2001 - 365; Options Exercisable 02/07/2002 - 365.
- (3) Options Vesting Schedule: Options Exercisable 02/06/1999 - 800; Options Exercisable 02/06/2000 - 800; Options Exercisable 02/06/2001 - 800; Options Exercisable 02/06/2002 - 800; Options Exercisable 02/06/2003 - 800.
- (4) Options Vesting Schedule: Options Exercisable 02/05/2000 - 1,000; Options Exercisable 02/05/2001 - 1,000; Options Exercisable 02/05/2002 - 1,000; Options Exercisable 02/05/2003 - 1,000; Options Exercisable 02/05/2004 - 1,000.
- (5) Options Vesting Schedule: Options Exercisable 02/04/2002 - 2,700; Options Exercisable 02/04/2003 - 2,700; Options Exercisable 02/04/2004 - 2,700; Options Exercisable 02/04/2005 - 2,700; Options Exercisable 02/04/2006 - 7,200.
- (6) Options Vesting Schedule: Options Exercisable 02/02/2002 - 5,000; Options Exercisable 02/02/2003 - 5,000; Options Exercisable 02/02/2004 - 5,000; Options Exercisable 02/02/2005 - 5,000.
- (7) Options Vesting Schedule: Options Exercisable 02/01/2003 - 5,000; Options Exercisable 02/01/2004 - 5,000; Options Exercisable 02/01/2005 - 5,000; Options Exercisable 02/01/2006 - 5,000.
- (8) Options Vesting Schedule: Options Exercisable 02/07/2004 - 3,750; Options Exercisable 02/07/2005 - 3,750; Options Exercisable 02/07/2006 - 3,750; Options Exercisable 02/07/2007 - 3,750.
- (9) Options Vesting Schedule: Options exercisable 02/06/2005 - 3,000; Options Exercisable 02/06/2006 - 3,000; Options Exercisable 02/06/2007 - 3,000; Options Exercisable 02/06/2008 - 3,000.
- (10) Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon Reporting Person's retirement. 02/06/2004 - 5,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 5,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (11) Temple-Inland maintains a DRIP that is available to all shareholders and in addition has a phantom stock program for executive employees under which dividends are reinvested on the same basis as the DRIP available to shareholders. Shares are automatically withheld to pay taxes on the dividends and the disposition of shares withheld for tax purposes are herein reported.
- (12)

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