

SMITH SCOTT H
Form 4
February 07, 2006

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 *
SMITH SCOTT H

(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)
02/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) Price			
Common Stock					29,578 ⁽¹⁾	D	
Common Stock					3,153 ⁽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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 28.03					02/07/1998 ⁽³⁾ 02/07/2007 ⁽³⁾	Common Stock
Option (right to buy)	\$ 27.75					02/06/1999 ⁽⁴⁾ 02/06/2008 ⁽⁴⁾	Common Stock
Option (right to buy)	\$ 27.75					02/06/2003 02/06/2008	Common Stock
Option (right to buy)	\$ 29.63					02/05/2000 ⁽⁵⁾ 02/05/2009 ⁽⁵⁾	Common Stock
Option (right to buy)	\$ 27.64					02/04/2001 ⁽⁶⁾ 02/04/2010 ⁽⁶⁾	Common Stock
Option (right to buy)	\$ 27.65					02/02/2002 ⁽⁷⁾ 02/02/2011 ⁽⁷⁾	Common Stock
Option (right to buy)	\$ 27.66					02/01/2003 ⁽⁸⁾ 02/01/2012 ⁽⁸⁾	Common Stock
Option (right to buy)	\$ 21.51					02/07/2004 ⁽⁹⁾ 02/07/2013 ⁽⁹⁾	Common Stock
Option (right to buy)	\$ 30.02					02/06/2005 ⁽¹⁰⁾ 02/06/2014 ⁽¹⁰⁾	Common Stock
Phantom Stock	<u>(11)</u>					<u>(11)</u> <u>(11)</u>	Common Stock
Option (right to buy)	\$ 37.07					02/04/2006 ⁽¹²⁾ 02/04/2015 ⁽¹²⁾	Common Stock

Option (right to buy)	\$ 46.2	02/03/2006	02/03/2006	A	16,400	02/03/2007 ⁽¹³⁾	02/03/2010 ⁽¹³⁾	Common Stock
Restricted Shares	<u>(14)</u>	02/03/2006	02/03/2006	A	6,300	<u>(14)</u>	<u>(14)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH SCOTT H 1300 SOUTH MOPAC AUSTIN, TX 78746			Chief Information Officer	

Signatures

Leslie K. O'Neal signed on behalf of Scott Smith

02/07/2006

 **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. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
- (2) Options Vesting Schedule: Options Exercisable 02/07/1998 - 730; Options Exercisable 02/07/1999 - 730; Options Exercisable 02/07/2000 - 730; Options Exercisable 02/07/2001 - 730; Options Exercisable 02/07/2002 - 730.
- (3) Options Vesting Schedule: Options Exercisable 02/06/1999 - 1,200; Options Exercisable 02/06/2000 - 1,200; Options Exercisable 02/06/2001 - 1,200; Options Exercisable 02/06/2002 - 1,200; Options Exercisable 02/06/2003 - 1,200.
- (4) Options Vesting Schedule: Options Exercisable 02/05/2000 - 1,200; Options Exercisable 02/05/2001 - 1,200; Options Exercisable 02/05/2002 - 1,200; Options Exercisable 02/05/2003 - 1,200; Options Exercisable 02/05/2004 - 1,200.
- (5) Options Vesting Schedule: Options Exercisable 02/04/2001 - 2,000; Options Exercisable 02/04/2002 - 2,000; Options Exercisable 02/04/2003 - 2,000; Options Exercisable 02/04/2004 - 2,000; Options Exercisable 02/04/2005 - 2,000.
- (6) Options Vesting Schedule: Options Exercisable 02/02/2005 - 7,500.
- (7) Options Vesting Schedule: Options Exercisable 02/01/2003 - 7,500; Options Exercisable 02/01/2004 - 7,500; Options Exercisable 02/01/2005 - 7,500; Options Exercisable 02/01/2006 - 7,500.
- (8) Options Vesting Schedule: Options Exercisable 02/07/2004 - 5,000; Options Exercisable 02/07/2005 - 5,000; Options Exercisable 02/07/2006 - 5,000; Options Exercisable 02/07/2007 - 5,000.
- (9) Options Vesting Schedule: Options exercisable 02/06/2005 - 4,000; Options Exercisable 02/06/2006 - 4,000; Options Exercisable 02/06/2007 - 4,000; Options Exercisable 02/06/2008 - 4,000.
- (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 - 6,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 6,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (11) Option Vesting Schedule: Options exercisable 02/04/2006 - 4,000; Options exercisable 02/04/2007 - 4,000; Options exercisable 02/04/2008 - 4,000; Options exercisable 02/04/2009 - 4,000.
- (12)

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- (13) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 4,100; Options Exercisable 02/03/2008 - 4,100; Options Exercisable 02/03/2009 - 4,100; and Options Exercisable 02/03/2010 - 4,100.
- (14) Restricted Shares granted on February 3, 2006 will vest effective February 3, 2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.