

TEMPLE INLAND INC
Form 4
March 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
DUBUQUE KENNETH R

(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)
03/02/2006

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)
Group VP, Financial Services

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	03/02/2006	03/02/2006	S	600	D \$ 43.04	76,000	D
Common Stock	03/02/2006	03/02/2006	S	400	D \$ 43.12	75,600	D
Common Stock	03/02/2006	03/02/2006	S	500	D \$ 43.1	75,100	D
Common Stock	03/02/2006	03/02/2006	S	500	D \$ 43.21	74,600	D
Common Stock	03/02/2006	03/02/2006	S	200	D \$ 43.04	74,400	D

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Common Stock	03/02/2006	03/02/2006	S	400	D	\$ 43.2	74,000	D
Common Stock	03/02/2006	03/02/2006	S	1,000	D	\$ 43.08	73,000	D
Common Stock	03/02/2006	03/02/2006	S	1,400	D	\$ 43.07	71,600	D
Common Stock	03/02/2006	03/02/2006	S	600	D	\$ 43.14	71,000	D
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.08	70,500	D
Common Stock	03/02/2006	03/02/2006	S	8,000	D	\$ 43.09	62,500	D
Common Stock	03/02/2006	03/02/2006	S	200	D	\$ 43.16	62,300	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.14	62,200	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.11	62,100	D
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.09	61,600	D
Common Stock	03/02/2006	03/02/2006	S	300	D	\$ 43.14	61,300	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.13	61,200	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.08	61,100	D
Common Stock	03/02/2006	03/02/2006	S	800	D	\$ 43.14	60,300	D
Common Stock	03/02/2006	03/02/2006	S	200	D	\$ 43.15	60,100	D
Common Stock	03/02/2006	03/02/2006	S	200	D	\$ 43.19	59,900	D
Common Stock	03/02/2006	03/02/2006	S	1,100	D	\$ 43.1	58,800	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.08	58,700	D
Common Stock	03/02/2006	03/02/2006	S	400	D	\$ 43.2	58,300	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.22	58,200	D
	03/02/2006	03/02/2006	S	200	D		58,000	D

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Common Stock						\$ 43.07		
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.2	57,900	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.19	57,800	D
Common Stock	03/02/2006	03/02/2006	S	1,100	D	\$ 43.19	56,700	D
Common Stock	03/02/2006	03/02/2006	S	600	D	\$ 43.06	56,100	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 25.65	03/02/2006	03/02/2006	M	29,000	02/02/2002 ⁽¹⁾ 02/02/2011 ⁽¹⁾	Common Stock 2
Option (right to buy)	\$ 27.66	03/02/2006	03/02/2006	M	48,000	02/01/2003 ⁽²⁾ 02/01/2012 ⁽²⁾	Common Stock 4
Option (right to buy)	\$ 21.51	03/02/2006	03/02/2006	M	24,000	02/07/2004 ⁽³⁾ 02/07/2013 ⁽³⁾	Common Stock 3
Phantom Shares	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 14
Option (right to buy)	\$ 30.02					02/06/2005 ⁽⁵⁾ 02/06/2014 ⁽⁵⁾	Common Stock 2
Option (right to buy)	\$ 37.07					02/04/2006 ⁽⁶⁾ 02/04/2015 ⁽⁶⁾	Common Stock 2

buy)

Option
(right to
buy)

\$ 46.2

02/03/2007⁽⁷⁾02/03/2016⁽⁷⁾Common
StockRestricted
Shares(8)(8)(8)Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUBUQUE KENNETH R 1300 SOUTH MOPAC AUSTIN, TX 78746			Group VP, Financial Services	

Signatures

Signed by Leslie K. O'Neal on behalf of Kenneth R.
Dubuque

03/05/2006

**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) Options Vesting Schedule: Options Exercisable 02/02/2002 - 12,000; Options Exercisable 02/02/2003 - 12,000; Options Exercisable 02/02/2004 - 12,000; Options Exercisable 02/02/2005 - 12,000.
 - (2) Options Vesting Schedule: Options Exercisable 02/01/2003 - 12,000; Options Exercisable 02/01/2004 - 12,000; Options Exercisable 02/01/2005 - 12,000; Options Exercisable 02/01/2006 - 12,000.
 - (3) Options Vesting Schedule: Options Exercisable 02/07/2004 - 8,000; Options Exercisable 02/07/2005 - 8,000; Options Exercisable 02/07/2006 - 8,000; Options Exercisable 02/07/2007 - 8,000.
- Phantom shares accrued under the fee deferral plan, which includes a dividend reinvestment feature, to be settled upon the reporting person's retirement. Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon
- (4) Reporting Person's retirement. 02/06/2004 - 10,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 10,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
 - (5) Options Vesting Schedule: Options exercisable 02/06/2005 - 6,000; Options Exercisable 02/06/2006 - 6,000; Options Exercisable 02/06/2007 - 6,000; Options Exercisable 02/06/2008 - 6,000.
 - (6) Options Vesting Schedule: Options exercisable 02/04/2006 - 6,000; Options Exercisable 02/04/2007 - 6,000; Options Exercisable 02/04/2008 - 6,000; Options Exercisable 02/04/2009 - 6,000.
 - (7) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 6,150; Options Exercisable 02/03/2008 - 6,150; Options Exercisable 02/03/2009 - 6,150; and Options Exercisable 02/03/2010 - 6,150.
 - (8) 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.

Remarks:

Form 4 #3 of 4

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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