

TEMPLE INLAND INC  
Form 4  
February 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**TEMPLE LARRY E**

(Last) (First) (Middle)

1300 S. 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)  
**02/04/2005**

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)

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)
Common Stock				(A) or (D) Price	8,900 <sup>(1)</sup>	D	

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

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SEC 1474 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 35.75	01/03/2005	01/03/2005	M	2,000	01/02/2002	01/02/2016	Common Stock	2,000
Option (right to buy)	\$ 51.3					02/02/2002	02/02/2011	Common Stock	1,000 <sup>(2)</sup>
Option (right to buy)	\$ 55.32					02/01/2003	02/01/2012	Common Stock	1,000 <sup>(3)</sup>
Phantom Shares <sup>(4)</sup>	\$ 74.13 <sup>(4)</sup>	02/04/2005	02/04/2005	A	2,666	05/02/2008 <sup>(4)</sup>	05/02/2023 <sup>(4)</sup>	Common Stock	2,666 <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMPLE LARRY E 1300 S. MOPAC AUSTIN, TX 78746		X		

## Signatures

Leslie K. O'Neal signed on behalf of Larry E. Temple 02/08/2005

\_\_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.
- (2) Option Vesting Schedule: Options Exercisable 02/02/2002 - 400; Options Exercisable 02/02/2003 - 400; Options Exercisable 02/02/2004 - 200.
- (3) Option Vesting Schedule: Options Exercisable 02/01/2003 - 400; Options Exercisable 02/01/2004 - 400; Options Exercisable 02/01/2005 - 200.

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- (4) Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon the reporting person's retirement.
- (5) Due to a data input error the November 9, 2004 transaction was under reported by 40 shares. The number of phantom shares acquired in this transaction is 310 instead of 270 as was reported. This error is corrected in the total shares reported in Column 9 in this filing.

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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