

TEMPLE INLAND INC  
Form 4  
February 08, 2005

**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 \*  
JOHNSTON J BRADLEY

(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)  
02/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Administrative 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/04/2005	02/04/2005	A		4,000 (1) \$ 74.13	D	
Common Stock					915 (4)	I	By Trustee of 401(k) Plan (4)

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)
Option (right to buy)	\$ 59.25					02/05/2000 <sup>(5)</sup> 02/05/2009 <sup>(5)</sup>	Common Stock 3, ( )
Option (right to buy)	\$ 55.28					02/04/2001 <sup>(6)</sup> 02/04/2010 <sup>(6)</sup>	Common Stock 4, ( )
Option (right to buy)	\$ 51.3					02/02/2002 <sup>(7)</sup> 02/02/2011 <sup>(7)</sup>	Common Stock 4, ( )
Option (right to buy)	\$ 55.32					02/01/2003 <sup>(8)</sup> 02/01/2012 <sup>(8)</sup>	Common Stock 5, ( )
Option (right to buy)	\$ 43.01					02/07/2004 <sup>(9)</sup> 02/07/2013 <sup>(9)</sup>	Common Stock 10, ( )
Option (right to buy)	\$ 60.03					02/06/2005 <sup>(10)</sup> 02/06/2014 <sup>(10)</sup>	Common Stock 8, ( )
Phantom Shares	<sup>(11)</sup>					<sup>(11)</sup> <sup>(11)</sup>	Common Stock 6, ( )
Option (right to buy)	\$ 74.13	02/04/2005	02/04/2005	A	9,000	02/04/2006 <sup>(13)</sup> 02/04/2015 <sup>(13)</sup>	Common Stock 9, ( )

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON J BRADLEY 1300 SOUTH MOPAC AUSTIN, TX 78746			Chief Administrative Officer	

## Signatures

Signed by Leslie K. O'Neal on behalf of J. Bradley  
Johnston

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) Restricted shares acquired through an award under a Company plan.
- (2) 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.
- (3) Additional shares also accrued through a DRIP.  
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 January 31, 2005. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
- (5) Options Vesting Schedule: Options Exercisable 02/05/2000 - 600; Options Exercisable 02/05/2001 - 600; Options Exercisable 02/05/2002 - 600; Options Exercisable 02/05/2003 - 600; Options Exercisable 02/05/2004 - 600.
- (6) Options Vesting Schedule: Options Exercisable 02/04/2001 - 800; Options Exercisable 02/04/2002 - 800; Options Exercisable 02/04/2003 - 800; Options Exercisable 02/04/2004 - 800; Options Exercisable 02/04/2005 - 800.
- (7) Options Vesting Schedule: Options Exercisable 02/02/2002 - 1,000; Options Exercisable 02/02/2003 - 1,000; Options Exercisable 02/02/2004 - 1,000; Options Exercisable 02/02/2005 - 1,000.
- (8) Options Vesting Schedule: Options Exercisable 02/01/2003 - 1,250; Options Exercisable 02/01/2004 - 1,250; Options Exercisable 02/01/2005 - 1,250; Options Exercisable 02/01/2006 - 1,250.
- (9) Options Vesting Schedule: Options Exercisable 02/07/2004 - 2,500; Options Exercisable 02/07/2005 - 2,500; Options Exercisable 02/07/2006 - 2,500; Options Exercisable 02/07/2007 - 2,500.
- (10) Options Vesting Schedule: Options exercisable 02/06/2005 - 2,000; Options Exercisable 02/06/2006 - 2,000; Options Exercisable 02/06/2007 - 2,000; Options Exercisable 02/06/2008 - 2,000.
- (11) Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon Reporting Person's retirement. 02/06/2004 - 3,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 3,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (12) Due to a programming error the number of shares reported in the December 17, 2004 filing was inaccurate. The number of shares withheld were over reported by one share.
- (13) Options Vesting Schedule: Options exercisable 02/04/2006 - 2,250; Options exercisable 02/04/2007 - 2,250; Options exercisable 02/04/2008 - 2,250; Options exercisable 02/04/2009 - 2,250.

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.