

TEMPLE INLAND INC
Form 4
March 17, 2005

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 *
BRILL LOUIS

(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)
03/15/2005

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)
VP, Chief Accounting 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) Code V Amount (D) Price			
Common Stock					9,500 ⁽¹⁾	D	
Common Stock					867 ⁽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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 57.44							12/01/2001	12/01/2009	Common Stock	10,000 ⁽³⁾
Option (right to buy)	\$ 55.28							02/04/2002	02/04/2010	Common Stock	10,000 ⁽⁴⁾
Option (right to buy)	\$ 51.3							02/02/2002	02/02/2011	Common Stock	20,000 ⁽⁵⁾
Option (right to buy)	\$ 55.32							02/01/2003	02/01/2012	Common Stock	20,000 ⁽⁶⁾
Option (right to buy)	\$ 43.01							02/07/2004	02/07/2013	Common Stock	10,000 ⁽⁷⁾
Phantom Shares	\$ 83.16 ⁽⁸⁾	03/15/2005	03/15/2005	F	1			⁽⁸⁾	⁽⁸⁾	Common Stock	9,544 ⁽⁸⁾
Option (right to buy)	\$ 60.03							02/06/2005 ⁽⁹⁾	02/06/2014 ⁽⁹⁾	Common Stock	8,000 ⁽⁹⁾
Option (right to buy)	\$ 74.13							02/04/2006 ⁽¹⁰⁾	02/04/2015 ⁽¹⁰⁾	Common Stock	8,000 ⁽¹⁰⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRILL LOUIS	VP, Chief Accounting Officer

1300 SOUTH MOPAC
AUSTIN, TX 78746

Signatures

Leslie K. O'Neal signed on behalf of Louis R.
Brill

03/16/2005

**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) 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.)

(3) Options Vesting Schedule: Options Exercisable 12/01/2001 - 1,500; Options Exercisable 12/01/2002 - 1,500; Options Exercisable 12/01/2003 - 1,500; Options Exercisable 12/01/2004 - 1,500; Options Exercisable 12/01/2005 - 4,000.

(4) Options Vesting Schedule: Options Exercisable 02/04/2002 - 1,500; Options Exercisable 02/04/2003 - 1,500; Options Exercisable 02/04/2004 - 1,500; Options Exercisable 02/04/2005 - 1,500; Options Exercisable 02/04/2006 - 4,000.

(5) Option 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.

(6) Option 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.

(7) Option 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.

(8) 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.

(9) Option 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.

(10) Option Vesting Schedule: Options Exercisable 02/04/2006 - 2,000; Options Exercisable 02/04/2007 - 2,000; Options Exercisable 02/04/2008 - 2,000; Options Exercisable 02/04/2009 - 2,000.

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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