

WARNER M RICHARD
Form 4
December 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WARNER M RICHARD

2. Issuer Name and Ticker or Trading Symbol
TEMPLE INLAND INC [TIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 SOUTH MOPAC

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President

AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	66,630 (1) (2)	D	
Common Stock					9,490 (2) (3)	I	See Footnote (3)
Common Stock					6,254 (2) (4)	I	See Footnote (4)
Common Stock					360 (2) (5)	I	See Footnote (5)

Edgar Filing: WARNER M RICHARD - Form 4

Common Stock	600 <u>(2)</u> <u>(6)</u>	I	See Footnote <u>(6)</u>
Common Stock	9,590 <u>(2)</u> <u>(7)</u>	I	See Footnote <u>(7)</u>
Common Stock	800 <u>(2)</u>	I	By spouse.
Common Stock	1,837 <u>(2)</u> <u>(8)</u>	I	By Trustee of 401(k) Plan <u>(8)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 28.03					02/07/1999 ⁽⁹⁾ 02/07/2007 ⁽⁹⁾	Common Stock 14,280 ⁽⁹⁾
Option (right to buy)	\$ 27.75					02/06/2000 ⁽¹⁰⁾ 02/06/2008 ⁽¹⁰⁾	Common Stock 20,000 ⁽¹⁰⁾
Option (right to buy)	\$ 29.63					02/05/2001 ⁽¹¹⁾ 02/05/2009 ⁽¹¹⁾	Common Stock 25,000 ⁽¹¹⁾
Option (right to buy)	\$ 27.64					02/04/2002 ⁽¹²⁾ 02/04/2010 ⁽¹²⁾	Common Stock 36,000 ⁽¹²⁾

Edgar Filing: WARNER M RICHARD - Form 4

share equivalents may fluctuate slightly from month to month.)

- (9) Options Vesting Schedule: Options Exercisable 02/07/1999 - 2,142; Options Exercisable 02/07/2000 - 2,142; Options Exercisable 02/07/2001 - 2,142; Options Exercisable 02/07/2002 - 2,142; Options Exercisable 02/07/2003 - 5,712.
- (10) Options Vesting Schedule: Options Exercisable 02/06/2000 - 3,000; Options Exercisable 02/06/2001 - 3,000; Options Exercisable 02/06/2002 - 3,000; Options Exercisable 02/06/2003 - 3,000; Options Exercisable 02/06/2004 - 8,000.
- (11) Options Vesting Schedule: Options Exercisable 02/05/2001 - 3,750; Options Exercisable 02/05/2002 - 3,750; Options Exercisable 02/05/2003 - 3,750; Options Exercisable 02/05/2004 - 3,750; Options Exercisable 02/05/2005 - 10,000.
- (12) Options Vesting Schedule: Options Exercisable 02/04/2002 - 5,400; Options Exercisable 02/04/2003 - 5,400; Options Exercisable 02/04/2004 - 5,400; Options Exercisable 02/04/2005 - 5,400; Options Exercisable 02/04/2006 - 14,400.
- (13) Options Vesting Schedule: Options Exercisable 02/02/2002 - 10,000; Options Exercisable 02/02/2003 - 10,000; Options Exercisable 02/02/2004 - 10,000; Options Exercisable 02/02/2005 - 10,000.
- (14) Options Vesting Schedule: Options Exercisable 02/01/2003 - 10,000; Options Exercisable 02/01/2004 - 10,000; Options Exercisable 02/01/2005 - 10,000; Options Exercisable 02/01/2006 - 10,000.
- (15) Options Vesting Schedule: Options Exercisable 02/07/2004 - 7,500; Options Exercisable 02/07/2005 - 7,500; Options Exercisable 02/07/2006 - 7,500; Options Exercisable 02/07/2007 - 7,500.
- (16) Options Vesting Schedule: Options exercisable 02/06/2005 - 8,000; Options Exercisable 02/06/2006 - 8,000; Options Exercisable 02/06/2007 - 8,000; Options Exercisable 02/06/2008 - 8,000.
- (17) Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon Reporting Person's retirement. 02/06/2004 - 14,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 14,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (18) Option Vesting Schedule: Options exercisable 02/04/2006 - 10,000; Options exercisable 02/04/2007 - 10,000; Options exercisable 02/04/2008 - 10,000; Options exercisable 02/04/2009 - 10,000.

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.