WARNER M RICHARD

1300 SOUTH MOPAC

Form 4

December 16, 2005

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer WARNER M RICHARD Symbol TEMPLE INLAND INC [TIN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction

		President
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
	Filed(Month/Day/Year)	Applicable Line)
		X Form filed by One Reporting Person
AUSTIN TX 78746		Form filed by More than One Reporting

(Month/Day/Year)

12/15/2005

AUSTIN, TX	X 78746		` , , , , , , , , , , , , , , , , , , ,	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I Non Desirative Securit	tios Assuired Disposed of an Paneficially Own

AUSTIN, T	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		d (A) or d of (D) 4 and 5) (A) or	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			Code v	Amount	(D) Thee	66,630 (1) (2)	D	
Common Stock						9,490 (2) (3)	I	See Footnote (3)
Common Stock						6,254 (2) (4)	I	See Footnote
Common Stock						360 (2) (5)	I	See Footnote (5)

10% Owner

Other (specify

Director _X__ Officer (give title

below)

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

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)

	(e.g., puts, cans, 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. Transactic Code (Instr. 8)	onNumber of	3	-	7. Title and A Underlying S (Instr. 3 and 4	Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
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)	

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Option (right to buy)	\$ 25.65					02/02/2002(13)	02/02/2011(13)	Common Stock	40,000
Option (right to buy)	\$ 27.66					02/01/2003(14)	02/01/2012(14)	Common Stock	40,000
Option (right to buy)	\$ 21.51					02/07/2004(15)	02/07/2013(15)	Common Stock	30,000
Option (right to buy)	\$ 30.02					02/06/2005(16)	02/06/2014(16)	Common Stock	32,000 (16)
Phantom Stock	\$ 43.75 (17)	12/15/2005	12/15/2005	F	2	<u>(17)</u>	<u>(17)</u>	Common Stock	29,708 (17)
Option (right to buy)	\$ 37.07					02/04/2006(18)	02/04/2015(18)	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARNER M RICHARD							
1300 SOUTH MOPAC			President				
AUSTIN, TX 78746							

Signatures

Signed by Leslie K. O'Neal on behalf of M. Richard Warner 12/16/2005

**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) All amounts have been adjusted to reflect a 2-for-1 stock split on April 1, 2005.
- (3) By self as trustee for Richard Denman Warner Trust.
- (4) By self as trustee for Virginia Lee Warner Trust.
- (5) By spouse as custodian for daughter.
- (6) In IRA, A.G. Edwards as custodian for M. Richard Warner IRA rollover.
- (7) By spouse as beneficiary of retirement trust.
- (8) 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 May 31, 2005. (Note: Trustee uses unit accounting; therefore,

Reporting Owners 3

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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.
- 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 02/05/2005 10,000.
- Options Vesting Schedule: Options Exercisable 02/04/2002 5,400; Options Exercisable 02/04/2003 5,400; Options Exercisable 02/04/2006 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.
- 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.
- 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.
- 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.
- 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.