

TEMPLE INLAND INC
Form 4
December 22, 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 *
JASTROW KENNETH M II

(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)
12/22/2005

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)
Chairman and CEO

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					188,826 ⁽¹⁾	D	
Common Stock					8,033 ⁽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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Title	Amount Number of Shares		
Option (right to buy)	\$ 28.03							02/07/1999 ⁽³⁾	02/07/2007 ⁽³⁾	Common Stock	24,933
Option (right to buy)	\$ 27.75							02/06/2000 ⁽⁴⁾	02/06/2008 ⁽⁴⁾	Common Stock	28,044
Option (right to buy)	\$ 32.47							05/01/2000 ⁽⁵⁾	05/01/2008 ⁽⁵⁾	Common Stock	74,655
Option (right to buy)	\$ 37.64							05/07/2001 ⁽⁶⁾	05/07/2009 ⁽⁶⁾	Common Stock	96,066
Option (right to buy)	\$ 27.64							02/04/2002 ⁽⁷⁾	02/04/2010 ⁽⁷⁾	Common Stock	200,073
Option (right to buy)	\$ 25.65							02/02/2002 ⁽⁸⁾	02/02/2011 ⁽⁸⁾	Common Stock	200,088
Option (right to buy)	\$ 27.66							02/01/2003 ⁽⁹⁾	02/01/2012 ⁽⁹⁾	Common Stock	100,099
Option (right to buy)	\$ 2,151							02/07/2004 ⁽¹⁰⁾	02/07/2013 ⁽¹⁰⁾	Common Stock	110,110
Phantom Shares	\$ 44.53 ⁽¹¹⁾	12/22/2005	12/22/2005	A	922			⁽¹¹⁾	⁽¹¹⁾	Common Stock	205,011
Option (right to buy)	\$ 30.02							02/06/2005 ⁽¹²⁾	02/06/2014 ⁽¹²⁾	Common Stock	100,112
Option (right to buy)	\$ 37.07							02/04/2006 ⁽¹³⁾	02/04/2015 ⁽¹³⁾	Common Stock	100,113

buy)

Phantom Shares	\$ 44.53 <u>(11)</u>	12/22/2005	12/22/2005	F	13	<u>(11)</u>	<u>(11)</u>	Common Stock	205,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JASTROW KENNETH M II 1300 SOUTH MOPAC AUSTIN, TX 78746	X		Chairman and CEO	

Signatures

Signed by Leslie K. O'Neal on behalf of Kenneth M. Jastrow, II

12/22/2005

__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. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
- (3) Options Vesting Schedule: Options Exercisable 02/07/1999 - 3,744; Options Exercisable 02/07/2000 - 3,744; Options Exercisable 02/07/2001 - 3,744; Options Exercisable 02/07/2002 - 3,744; Options Exercisable 02/07/2003 - 9,984.
- (4) Options Vesting Schedule: Options Exercisable 02/06/2000 - 4,200; Options Exercisable 02/06/2001 - 4,200; Options Exercisable 02/06/2002 - 4,200; Options Exercisable 02/06/2003 - 4,200; Options Exercisable 02/06/2004 - 11,200.
- (5) Options Vesting Schedule: Options Exercisable 05/01/2000 - 15,000; Options Exercisable 05/01/2001 - 15,000; Options Exercisable 05/01/2002 - 15,000; Options Exercisable 05/01/2003 - 15,000; Options Exercisable 05/01/2004 - 14,688.
- (6) Options Vesting Schedule: Options Exercisable 05/07/2001 - 14,400; Options Exercisable 05/07/2002 - 14,400; Options Exercisable 05/07/2003 - 14,400; Options Exercisable 05/07/2004 - 14,400; Options Exercisable 05/07/2005 - 38,400.
- (7) Options Vesting Schedule: Options Exercisable 02/04/2002 - 30,000; Options Exercisable 02/04/2003 - 30,000; Options Exercisable 02/04/2004 - 30,000; Options Exercisable 02/04/2005 - 30,000; Options Exercisable 02/04/2006 - 80,000.
- (8) Options Vesting Schedule: Options Exercisable 02/02/2002 - 50,000; Options Exercisable 02/02/2003 - 50,000; Options Exercisable 02/02/2004 - 50,000; Options Exercisable 02/02/2005 - 50,000.
- (9) Options Vesting Schedule: Options Exercisable 02/01/2003 - 25,000; Options Exercisable 02/01/2004 - 25,000; Options Exercisable 02/01/2005 - 25,000; Options Exercisable 02/01/2006 - 25,000.
- (10) Options Vesting Schedule: Options Exercisable 02/07/2004 - 27,500; Options Exercisable 02/07/2005 - 27,500; Options Exercisable 02/07/2006 - 27,500; Options Exercisable 02/07/2007 - 27,500.
- (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 - 50,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 70,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (12) Options Vesting Schedule: Options exercisable 02/06/2005 - 25,000; Options Exercisable 02/06/2006 - 25,000; Options Exercisable 02/06/2007 - 25,000; Options Exercisable 02/06/2008 - 25,000.

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- (13) Options Vesting Schedule: Options exercisable 02/04/2006 - 25,000; Options Exercisable 02/04/2007 - 25,000; Options Exercisable 02/04/2008 - 25,000; Options Exercisable 02/04/2009 - 25,000.

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.