

TEMPLE INLAND INC
Form 4
March 06, 2006

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

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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 *
DUBUQUE KENNETH R

(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)
03/02/2006

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)
Group VP, Financial Services

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2006	03/02/2006	M		29,000	A	\$ 25.85
Common Stock	03/02/2006	03/02/2006	M		48,000	A	\$ 27.66
Common Stock	03/02/2006	03/02/2006	M		24,000	A	\$ 21.51
Common Stock	03/02/2006	03/02/2006	S		500	D	\$ 43
Common Stock	03/02/2006	03/02/2006	S		500	D	\$ 43.06

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Common Stock	03/02/2006	03/02/2006	S	4,800	D	\$ 43	127,200	D
Common Stock	03/02/2006	03/02/2006	S	600	D	\$ 43.01	126,600	D
Common Stock	03/02/2006	03/02/2006	S	1,300	D	\$ 43.03	125,300	D
Common Stock	03/02/2006	03/02/2006	S	800	D	\$ 43.1	124,500	D
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.04	124,000	D
Common Stock	03/02/2006	03/02/2006	S	800	D	\$ 43.09	123,200	D
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.04	122,700	D
Common Stock	03/02/2006	03/02/2006	S	400	D	\$ 43.06	122,300	D
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.03	121,800	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.05	121,700	D
Common Stock	03/02/2006	03/02/2006	S	300	D	\$ 43.05	121,400	D
Common Stock	03/02/2006	03/02/2006	S	300	D	\$ 43	121,100	D
Common Stock	03/02/2006	03/02/2006	S	1,000	D	\$ 43.04	120,100	D
Common Stock	03/02/2006	03/02/2006	S	300	D	\$ 43.05	119,800	D
Common Stock	03/02/2006	03/02/2006	S	600	D	\$ 43.09	119,200	D
Common Stock	03/02/2006	03/02/2006	S	1,400	D	\$ 43.04	117,800	D
Common Stock	03/02/2006	03/02/2006	S	300	D	\$ 43.05	117,500	D
Common Stock	03/02/2006	03/02/2006	S	100	D	\$ 43.05	117,400	D
Common Stock	03/02/2006	03/02/2006	S	600	D	\$ 43.06	116,800	D
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.02	116,300	D
	03/02/2006	03/02/2006	S	1,000	D		115,300	D

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Common Stock						\$ 43.07		
Common Stock	03/02/2006	03/02/2006	S	400	D	\$ 43.01	114,900	D
Common Stock	03/02/2006	03/02/2006	S	200	D	\$ 43.04	114,700	D
Common Stock	03/02/2006	03/02/2006	S	1,000	D	\$ 43.02	113,700	D
Common Stock	03/02/2006	03/02/2006	S	4,800	D	\$ 43.06	108,900	D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 25.65	03/02/2006	03/02/2006	M	29,000	02/02/2002 ⁽¹⁾ 02/02/2011 ⁽¹⁾	Common Stock 2
Option (right to buy)	\$ 27.66	03/02/2006	03/02/2006	M	48,000	02/01/2003 ⁽²⁾ 02/01/2012 ⁽²⁾	Common Stock 4
Option (right to buy)	\$ 21.51	03/02/2006	03/02/2006	M	24,000	02/07/2004 ⁽³⁾ 02/07/2013 ⁽³⁾	Common Stock 3
Phantom Shares	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 14
Option (right to buy)	\$ 30.02					02/06/2005 ⁽⁵⁾ 02/06/2014 ⁽⁵⁾	Common Stock 2
Option (right to buy)	\$ 37.07					02/04/2006 ⁽⁶⁾ 02/04/2015 ⁽⁶⁾	Common Stock 2

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