TEMPLE INLAND INC

Form 4

March 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

Estimated average

5. Relationship of Reporting Person(s) to

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

DUBUQUE	Symbol TEMP	Symbol TEMPLE INLAND INC [TIN]				Issuer (Check all applicable)				
(Last) 1300 SOUT	(First) (N	(Month/	3. Date of Earliest Transaction (Check all applicable						Owner er (specify	
AUSTIN, T	(Street)		$\begin{tabular}{ll} Filed(Month/Day/Year) & Applicable L \\ & _X_ Form fil \\ \end{tabular}$					or Joint/Group Filing(Check e) by One Reporting Person by More than One Reporting		
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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	03/02/2006	03/02/2006	M	29,000	A	\$ 25.85	61,000	D		
Common Stock	03/02/2006	03/02/2006	M	48,000	A	\$ 27.66	109,000	D		
Common Stock	03/02/2006	03/02/2006	M	24,000	A	\$ 21.51	133,000	D		
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43	132,500	D		
Common Stock	03/02/2006	03/02/2006	S	500	D	\$ 43.06	132,000	D		

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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)	Execution Date, if any (Month/Day/Year)	Code	TransactionDerivative		6. Date Exercisable Date (Month/Day/Year	7. Title and Amo Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
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	29
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	31
Phantom Shares	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	14
Option (right to buy)	\$ 30.02						02/06/2005(5)	02/06/2014(5)	Common Stock	24
Option (right to	\$ 37.07						02/04/2006(6)	02/04/2015(6)	Common Stock	24

buy)

Option (right to

\$ 46.2

 $02/03/2007_{\underline{(7)}}^{\underline{(7)}} \quad 02/03/2016_{\underline{(7)}}^{\underline{(7)}}$

Common Stock

buy)

Restricted Shares

<u>(8)</u>

Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

(8)

DUBUQUE KENNETH R 1300 SOUTH MOPAC AUSTIN, TX 78746

Group VP, Financial Services

Date

Signatures

Signed by Leslie K. O'Neal on behalf of Kenneth R.

Dubuque 03/02/2006

**Signature of Reporting Person

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) Options Vesting Schedule: Options Exercisable 02/02/2002 12,000; Options Exercisable 02/02/2003 12,000; Options Exercisable 02/02/2004 12,000; Options Exercisable 02/02/2005 12,000.
- Options Vesting Schedule: Options Exercisable 02/01/2003 12,000; Options Exercisable 02/01/2004 12,000; Options Exercisable 02/01/2005 12,000; Options Exercisable 02/01/2006 12,000.
- Options Vesting Schedule: Options Exercisable 02/07/2004 8,000; Options Exercisable 02/07/2005 8,000; Options Exercisable 02/07/2006 8,000; Options Exercisable 02/07/2007 8,000.
 - Phantom shares accrued under the fee deferral plan, which includes a dividend reinvestment feature, to be settled upon the reporting person's retirement. Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon
- (4) Reporting Person's retirement. 02/06/2004 10,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 10,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (5) Options Vesting Schedule: Options exercisable 02/06/2005 6,000; Options Exercisable 02/06/2006 6,000; Options Exercisable 02/06/2007 6,000; Options Exercisable 02/06/2008 6,000.
- Options Vesting Schedule: Options exercisable 02/04/2006 6,000; Options Exercisable 02/04/2007 6,000; Options Exercisable 02/04/2008 6,000; Options Exercisable 02/04/2009 6,000.
- Options Vesting Schedule for Options Granted 02/03/2006: Options Exerciserable 02/03/2007 6,150; Options Exerciserable 02/03/2008 6,150; Options Exerciserable 02/03/2009 6,150; and Options Exerciserable 02/03/2010 6,150.
- (8) Restricted Shares granted on February 3, 2006 will vest effective February 3, 2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date.

Remarks:

Form 4 #1 of 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 4

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