

SMITH SCOTT H  
Form 4  
December 19, 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

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 \*  
SMITH SCOTT H

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)  
12/15/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Information Officer

AUSTIN, TX 78746  
  
(City) (State) (Zip)

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

**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) Price			
Common Stock					29,578 <sup>(1)</sup>	D	
Common Stock					3,306 <sup>(2)</sup>	I	By Trustee of 401(k) Plan <sup>(2)</sup>

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)

Edgar Filing: SMITH SCOTT H - Form 4

**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)	Title	Amount or Number of Shares		
Option (right to buy)	\$ 27.75							02/06/1999 <sup>(3)</sup>	02/06/2008 <sup>(3)</sup>	Common Stock	2,000 <sup>(3)</sup>
Option (right to buy)	\$ 27.75							02/06/2003	02/06/2008	Common Stock	8,000
Option (right to buy)	\$ 29.63							02/05/2000 <sup>(4)</sup>	02/05/2009 <sup>(4)</sup>	Common Stock	6,000 <sup>(4)</sup>
Option (right to buy)	\$ 27.64							02/04/2001 <sup>(5)</sup>	02/04/2010 <sup>(5)</sup>	Common Stock	10,000 <sup>(5)</sup>
Option (right to buy)	\$ 27.65							02/02/2002 <sup>(6)</sup>	02/02/2011 <sup>(6)</sup>	Common Stock	7,500 <sup>(6)</sup>
Option (right to buy)	\$ 27.66							02/01/2003 <sup>(7)</sup>	02/01/2012 <sup>(7)</sup>	Common Stock	30,000 <sup>(7)</sup>
Option (right to buy)	\$ 21.51							02/07/2004 <sup>(8)</sup>	02/07/2013 <sup>(8)</sup>	Common Stock	20,000 <sup>(8)</sup>
Option (right to buy)	\$ 30.02							02/06/2005 <sup>(9)</sup>	02/06/2014 <sup>(9)</sup>	Common Stock	16,000 <sup>(9)</sup>
Phantom Stock	\$ 45.67 <sup>(10)</sup>	12/15/2006	12/15/2006	F	1			<sup>(10)</sup>	<sup>(10)</sup>	Common Stock	13,000 <sup>(10)</sup>
Option (right to buy)	\$ 37.07							02/04/2006 <sup>(11)</sup>	02/04/2015 <sup>(11)</sup>	Common Stock	16,000 <sup>(11)</sup>
	\$ 46.2							02/03/2007 <sup>(12)</sup>	02/03/2010 <sup>(12)</sup>		

Option (right to buy)				Common Stock	16,4 (12)
Restricted Shares	(13)		(13)	Common Stock	6,30 (13)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH SCOTT H 1300 SOUTH MOPAC AUSTIN, TX 78746			Chief Information Officer	

## Signatures

Leslie K. O'Neal signed on behalf of Scott Smith

12/19/2006

\*\*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.  
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.)
- (2) Options Vesting Schedule: Options Exercisable 02/06/2002 - 800; Options Exercisable 02/06/2003 - 1,200.
- (3) Options Vesting Schedule: Options Exercisable 02/05/2000 - 1,200; Options Exercisable 02/05/2001 - 1,200; Options Exercisable 02/05/2002 - 1,200; Options Exercisable 02/05/2003 - 1,200; Options Exercisable 02/05/2004 - 1,200.
- (4) Options Vesting Schedule: Options Exercisable 02/04/2001 - 2,000; Options Exercisable 02/04/2002 - 2,000; Options Exercisable 02/04/2003 - 2,000; Options Exercisable 02/04/2004 - 2,000; Options Exercisable 02/04/2005 - 2,000.
- (5) Options Vesting Schedule: Options Exercisable 02/02/2005 - 7,500.
- (6) Options Vesting Schedule: Options Exercisable 02/01/2003 - 7,500; Options Exercisable 02/01/2004 - 7,500; Options Exercisable 02/01/2005 - 7,500; Options Exercisable 02/01/2006 - 7,500.
- (7) Options Vesting Schedule: Options Exercisable 02/07/2004 - 5,000; Options Exercisable 02/07/2005 - 5,000; Options Exercisable 02/07/2006 - 5,000; Options Exercisable 02/07/2007 - 5,000.
- (8) Options Vesting Schedule: Options exercisable 02/06/2005 - 4,000; Options Exercisable 02/06/2006 - 4,000; Options Exercisable 02/06/2007 - 4,000; Options Exercisable 02/06/2008 - 4,000.
- (9) Phantom shares accrued under a Company plan, which includes a dividend reinvestment feature, to be settled upon Reporting Person's retirement. 02/06/2004 - 6,000 restricted stock units vest 100% at the end of 3 years if still employed. 02/06/2004 - 6,000 restricted performance stock units vest 0%, 75%, or 100% at the end of 3 years depending on whether certain performance criteria are met.
- (10) Option Vesting Schedule: Options exercisable 02/04/2006 - 4,000; Options exercisable 02/04/2007 - 4,000; Options exercisable 02/04/2008 - 4,000; Options exercisable 02/04/2009 - 4,000.
- (11) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 4,100; Options Exercisable 02/03/2008 - 4,100; Options Exercisable 02/03/2009 - 4,100; and Options Exercisable 02/03/2010 - 4,100.
- (12)

Edgar Filing: SMITH SCOTT H - Form 4

- (13) 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.

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.