

TEMPLE INLAND INC
Form 4
February 08, 2007

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 *
JOHNSTON J BRADLEY

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)
02/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Administrative Officer

AUSTIN, TX 78746

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/06/2007 | 02/06/2007 | M | | 6,514 | A | \$ 49.79 |
| Common Stock | 02/06/2007 | 02/06/2007 | F | | 1,885 | D | \$ 49.79 |
| Common Stock | | | | | | | 2,080 |
| | | | | | | I | By Trustee of 401(k) Plan. (4) |

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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) | 8. An or Nu of | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|----------------------------|--------------|----|
| | | | | Code | V | (A) | (D) | Title | | | |
| Option (right to buy) | \$ 25.65 | | | | | | | 02/02/2002 ⁽⁵⁾ | 02/02/2011 ⁽⁵⁾ | Common Stock | 8 |
| Option (right to buy) | \$ 27.66 | | | | | | | 02/01/2003 ⁽⁶⁾ | 02/01/2012 ⁽⁶⁾ | Common Stock | 10 |
| Option (right to buy) | \$ 21.51 | | | | | | | 02/07/2004 ⁽⁷⁾ | 02/07/2013 ⁽⁷⁾ | Common Stock | 20 |
| Option (right to buy) | \$ 30.02 | | | | | | | 02/06/2005 ⁽⁸⁾ | 02/06/2014 ⁽⁸⁾ | Common Stock | 10 |
| Phantom Shares | \$ 49.79 ⁽⁹⁾ | 02/06/2007 | 02/06/2007 | M | | 6,514 ⁽¹⁰⁾ | | ⁽⁹⁾ | ⁽⁹⁾ | Common Stock | 10 |
| Option (right to buy) | \$ 37.07 | | | | | | | 02/04/2006 ⁽¹¹⁾ | 02/04/2015 ⁽¹¹⁾ | Common Stock | 10 |
| Option (right to buy) | \$ 46.2 | | | | | | | 02/03/2007 ⁽¹²⁾ | 02/03/2016 ⁽¹²⁾ | Common Stock | 10 |
| Restricted Shares | ⁽¹³⁾ | | | | | | | ⁽¹³⁾ | ⁽¹³⁾ | Common Stock | 8 |
| Option (right to buy) | \$ 50.9 | | | | | | | 02/02/2008 ⁽¹⁴⁾ | 02/02/2017 ⁽¹⁴⁾ | Common Stock | 10 |
| Restricted Shares | ⁽¹⁵⁾ | | | | | | | ⁽¹⁵⁾ | ⁽¹⁵⁾ | Common Stock | 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSTON J BRADLEY 1300 SOUTH MOPAC AUSTIN, TX 78746 | | | Chief Administrative Officer | |

Signatures

Signed by Leslie K. O'Neal on behalf of J. Bradley
Johnston

02/08/2007

__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) Additional shares also accrued through a DRIP.
 - (3) Shares withheld for tax purposes on vested 2004 restricted stock units award.
 - (4) 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.)
 - (5) Options Vesting Schedule: Options Exercisable 02/02/2002 - 2,000; Options Exercisable 02/02/2003 - 2,000; Options Exercisable 02/02/2004 - 2,000; Options Exercisable 02/02/2005 - 2,000.
 - (6) Options Vesting Schedule: Options Exercisable 02/01/2003 - 2,500; Options Exercisable 02/01/2004 - 2,500; Options Exercisable 02/01/2005 - 2,500; Options Exercisable 02/01/2006 - 2,500.
 - (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) Settlement of vested 2004 restricted stock units award for Temple-Inland Inc. common stock.
 - (11) Options Vesting Schedule: Options exercisable 02/04/2006 - 4,500; Options exercisable 02/04/2007 - 4,500; Options exercisable 02/04/2008 - 4,500; Options exercisable 02/04/2009 - 4,500.
 - (12) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 4,612; Options Exercisable 02/03/2008 - 4,612; Options Exercisable 02/03/2009 - 4,612; and Options Exercisable 02/03/2010 - 4,614.
 - (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.
 - (14) Options Vesting Schedule for Options Granted 02/02/2007 at an exercise price of \$50.90: Options Exercisable 02/02/2008 - 4,612; Options Exercisable 02/02/2009 - 4,613; Options Exercisable 02/02/2010 - 4,612; and Options Exercisable 02/02/2011 - 4,613.
 - (15) Restricted Shares granted on February 2, 2007 will vest effective February 2, 2010. 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.

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