

TEMPLE INLAND INC
Form 4
August 10, 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 *
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)
08/09/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 44,682 ⁽¹⁾ | D | |
| Common Stock | | | | | 106 ⁽²⁾ | I | By Trustee of 401(k) Plan |

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Common Stock | \$ 21.51 | | | | | 02/07/2004 ⁽³⁾ 02/07/2013 ⁽³⁾ | Common Stock |
| Phantom Shares | ⁽⁴⁾ | | | | | ⁽⁴⁾ ⁽⁴⁾ | Common Stock |
| Option (right to buy) | \$ 30.02 | | | | | 02/06/2005 ⁽⁵⁾ 02/06/2014 ⁽⁵⁾ | Common Stock |
| Option (right to buy) | \$ 37.07 | | | | | 02/04/2006 ⁽⁶⁾ 02/04/2015 ⁽⁶⁾ | Common Stock |
| Option (right to buy) | \$ 46.2 | | | | | 02/03/2007 ⁽⁷⁾ 02/03/2016 ⁽⁷⁾ | Common Stock |
| Restricted Stock Units | ⁽⁸⁾ | 08/09/2007 | 08/09/2007 | D | 23,000 ⁽⁸⁾ | ⁽⁸⁾ ⁽⁸⁾ | Common Stock |
| Option (right to buy) | \$ 50.9 | | | | | 02/02/2008 ⁽⁹⁾ 02/02/2017 ⁽⁹⁾ | Common Stock |
| Restricted Stock Units | ⁽¹⁰⁾ | 08/09/2007 | 08/09/2007 | D | 24,500 ⁽¹⁰⁾ | ⁽¹⁰⁾ ⁽¹⁰⁾ | Common Stock |
| Restricted Stock Units | ⁽¹¹⁾ | 08/09/2007 | 08/09/2007 | D | 30,000 ⁽¹¹⁾ | ⁽¹¹⁾ ⁽¹¹⁾ | Common Stock |
| Restricted Stock Units | ⁽⁸⁾ | 08/09/2007 | 08/09/2007 | A | 23,000 ⁽⁸⁾ | ⁽⁸⁾ ⁽⁸⁾ | Common Stock |
| Restricted Stock Units | ⁽¹⁰⁾ | 08/09/2007 | 08/09/2007 | A | 24,500 ⁽¹⁰⁾ | ⁽¹⁰⁾ ⁽¹⁰⁾ | Common Stock |
| Restricted Stock Units | ⁽¹¹⁾ | 08/09/2007 | 08/09/2007 | A | 30,000 ⁽¹¹⁾ | ⁽¹¹⁾ ⁽¹¹⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUBUQUE KENNETH R 1300 SOUTH MOPAC AUSTIN, TX 78746 | | | Group VP, Financial Services | |

Signatures

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

08/10/2007

__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) Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Temple-Inland Savings and Retirement 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 02/07/2004 - 8,000; Options Exercisable 02/07/2005 - 8,000; Options Exercisable 02/07/2006 - 8,000; Options Exercisable 02/07/2007 - 8,000.

(4) Phantom shares accrued under the fee deferral plan, which includes a dividend reinvestment feature, to be settled upon the reporting person's retirement.

(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.

(6) 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.

(7) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 6,150; Options Exercisable 02/03/2008 - 6,150; Options Exercisable 02/03/2009 - 6,150; and Options Exercisable 02/03/2010 - 6,150.

(8) As disclosed in Form 8-K dated August 9, 2007, restricted stock units ("RSUs") and performance stock units awarded in 2006 and 2007 were cancelled August 9 and new RSUs were issued with 1% ROI performance criteria to reflect the Company's Transformation Plan. 10,500 Restricted Stock Units granted on February 3, 2006 and 12,500 Performance Stock Units granted on February 3, 2006 (not considered derivative securities) were cancelled for a total of 23,000 cancelled units (10,500 + 12,500 = 23,000). 23,000 new Restricted Stock Units were issued on August 9, 2007 and will vest on February 3, 2009. Restricted Stock Units will be settled for cash based on the fair market value on the vesting date subject to a 1% ROI performance criteria.

(9) Options Vesting Schedule for Options Granted 02/02/2007 at an exercise price of \$50.90: Options Exercisable 02/02/2008 - 6,150; Options Exercisable 02/02/2009 - 6,150; Options Exercisable 02/02/2010 - 6,150; and Options Exercisable 02/02/2011 - 6,150.

(10) As disclosed in Form 8-K dated August 9, 2007, restricted stock units ("RSUs") and performance stock units awarded in 2006 and 2007 were cancelled August 9 and new RSUs were issued with 1% ROI performance criteria to reflect the Company's Transformation Plan. 9,000 Restricted Stock Units granted on February 2, 2007 and 15,500 Performance Stock Units granted on February 2, 2007 (not considered derivative securities) were cancelled for a total of 24,500 cancelled units (9,000 + 15,500 = 24,500). 24,500 new Restricted Stock Units were issued on August 9, 2007 and will vest on February 2, 2010. Restricted Stock Units will be settled for cash based on the fair market value on the vesting date subject to a 1% ROI performance criteria.

(11) As disclosed in Form 8-K dated August 9, 2007, restricted stock units ("RSUs") and performance stock units awarded in 2006 and 2007 were cancelled August 9 and new RSUs were issued with 1% ROI performance criteria to reflect the Company's Transformation Plan. 30,000 Restricted Stock Units granted as a "launch award" on May 4, 2007 were cancelled. 30,000 new Restricted Stock Units were issued on August 9, 2007 and will vest on May 4, 2010. Restricted Stock Units will be settled for cash based on the fair market value on the vesting date subject to a 1% ROI performance criteria.

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