

MALEY JOHN PATRICK III
 Form 4
 February 10, 2009

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 *
MALEY JOHN PATRICK III

(Last) (First) (Middle)
 1300 S. MOPAC, THIRD FLOOR
 (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)
02/06/2009

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)

Chief Operating Officer

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					102,100 ⁽¹⁾	D	
Common Stock					595 ⁽²⁾	I	By Trustee of 401(k) plan ⁽²⁾

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Option (right to buy)	\$ 7.56 ⁽³⁾					05/07/2005 ⁽⁴⁾ 05/07/2013 ⁽⁴⁾	Cor S
Option (right to buy)	\$ 11.96 ⁽³⁾					02/06/2005 ⁽⁵⁾ 02/06/2014 ⁽⁵⁾	Cor S
Option (right to buy)	\$ 16.14 ⁽³⁾					02/04/2006 ⁽⁶⁾ 02/04/2015 ⁽⁶⁾	Cor S
Option (right to buy)	\$ 21.55 ⁽³⁾					02/03/2007 ⁽⁷⁾ 02/03/2016 ⁽⁷⁾	Cor S
Option (right to buy)	\$ 24.34 ⁽³⁾					02/02/2008 ⁽⁸⁾ 02/02/2017 ⁽⁸⁾	Cor S
Restricted Stock Units	⁽⁹⁾	02/06/2009	02/06/2009	M	32,200	⁽⁹⁾ ⁽⁹⁾	Cor S
Restricted Stock Units	⁽¹⁰⁾					⁽¹⁰⁾ ⁽¹⁰⁾	Cor S
Restricted Stock Units	⁽¹¹⁾					⁽¹¹⁾ ⁽¹¹⁾	Cor S
Option (right to buy)	\$ 19.5 ⁽¹²⁾					02/01/2009 ⁽¹²⁾ 02/01/2018 ⁽¹²⁾	Cor S
Restricted Stock Units	⁽¹³⁾					⁽¹³⁾ ⁽¹³⁾	Cor S
Option (Right to buy)	\$ 5.64 ⁽¹⁴⁾	02/06/2009	02/06/2009	A	219,161	02/06/2010 ⁽¹⁴⁾ 02/06/2019 ⁽¹⁴⁾	Cor S
Performance Stock Units	⁽¹⁵⁾	02/06/2009	02/06/2009	A	228,653	02/06/2010 ⁽¹⁵⁾ 02/06/2019 ⁽¹⁵⁾	Cor S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALEY JOHN PATRICK III 1300 S. MOPAC THIRD FLOOR	X		Chief Operating Officer	

AUSTIN, TX 78746

SignaturesSigned by Leslie K. O'Neal on behalf of John Patrick
Maley III

02/09/2009

__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) The exercise price of these outstanding options were amended from that previously reported in connection with the spin-off announced by the Company effective 12/28/2007, and pursuant to anti-dilution provisions set forth in the option plan and is intended to give the option the same economic value it had before the spin-off.
- (3) Option Vesting Schedule: Options Exercisable on 05/07/2005 - 10,000; Options Exercisable on 5/07/2006 - 10,000 ; and Options Exercisable on 05/07/2007 - 10,000.
- (4) Options Vesting Schedule: Options exercisable 02/06/2005 - 4,500; Options Exercisable 02/06/2006 - 4,500; Options Exercisable 02/06/2007 - 4,500; Options Exercisable 02/06/2008 - 4,500.
- (5) Options Vesting Schedule: Options exercisable 02/04/2006 - 8,000; Options Exercisable 02/04/2007 - 8,000; Options Exercisable 02/04/2008 - 8,000; Options Exercisable 02/04/2009 - 8,000.
- (6) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 8,200; Options Exercisable 02/03/2008 - 8,200; Options Exercisable 02/03/2009 - 8,200; and Options Exercisable 02/03/2010 - 8,200.
- (7) Options Vesting Schedule for Options Granted 02/02/2007 at an exercise price of \$50.90: Options Exercisable 02/02/2008 - 8,200; Options Exercisable 02/02/2009 - 8,200; Options Exercisable 02/02/2010 - 8,200; and Options Exercisable 02/02/2011 - 8,200.
- (8) Restricted Stock Units settled for cash.
- 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. 12,000 Restricted Stock Units granted on February 2, 2007 and 23,000 Performance Stock Units granted on February 2, 2007 (not considered derivative securities) were cancelled for a total of 35,000 cancelled units (12,000 + 23,000 = 35,000). 35,000 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.
- (9) 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. 40,000 Restricted Stock Units granted as a "launch award" on May 4, 2007 were cancelled. 40,000 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.
- (10) Granted 02/01/2008 Option Vesting Schedule: Options exercisable 02/01/2009, 53061; Options exercisable 02/01/2010, 53061; Options exercisable 02/01/2011, 53061; Options exercisable 02/01/2012, 53062.
- (11) Restricted Stock Units granted on February 1, 2008 will vest effective February 1, 2010 if 1% ROI performance criteria is met. Restricted Stock Units will be settled for cash based on the fair market value on the vesting date.
- (12) Options Vesting Schedule for Options Granted 02/06/2009. Options Exercisable 02/06/2010 - 54,790; Options Exercisable 02/06/2011 - 54,790; Options Exercisable 02/06/2012 - 54,790; and Options Exercisable 02/06/2013 - 54,791.
- Performance Stock Units granted on February 6, 2009 will vest effective February 6, 2012 if 1% ROI performance criteria is met, or
- (13) Company is above the 4th Quartile ROI ranking compared to its peer group. Performance Stock Units will be settled for cash based on the fair market value on the vesting date.
- (14)
- (15)

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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