

TEMPLE INLAND INC
Form 4
February 09, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
TEMPLE ARTHUR 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)
02/05/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	455,532 ⁽¹⁾	D	
Common Stock				(A) or (D)	2,000	I	By Wife
Common Stock				(A) or (D)	134,460	I	Trustee ⁽²⁾
Common Stock				(A) or (D)	157,380	I	Trust ⁽³⁾
Common Stock				(A) or (D)	5,304	I	Trustee ⁽⁴⁾
Common Stock				(A) or (D)	5,304	I	Trustee ⁽⁵⁾

Common Stock			
Common Stock	4,254	I	Trustee ⁽⁶⁾
Common Stock	5,304	I	Trustee ⁽⁷⁾

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

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 4.55 ⁽⁸⁾					01/02/1999 01/02/2013	Common Stock 4,000
Option (right to buy)	\$ 6.85 ⁽⁸⁾					01/04/2000 01/04/2014	Common Stock 4,000
Option (right to buy)	\$ 8.22 ⁽⁸⁾					01/03/2001 01/03/2015	Common Stock 4,000
Restricted Stock Units (Deferred)	\$ 16.71 ⁽⁹⁾	02/05/2010	02/05/2010	A	1,346	05/02/2014 05/02/2029	Common Stock 91,970

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TEMPLE ARTHUR III
1300 S. MOPAC
THIRD FLOOR
AUSTIN, TX 78746

X

Signatures

Leslie K. O'Neal signed on behalf of Arthur
Temple III

02/10/2010

__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) Temple Interests, L.P., a limited partnership of which Reporting Person was a general partner, dissolved and common stock transferred to Reporting Person with no change in pecuniary interest.
- (2) By self as Trustee for Arthur Temple and Mary Temple Denman Trust Part II: Mary Temple Denman.
- (3) By Arthur Temple III Testamentary Trust (Katherine Sage Temple).
- (4) By self as Trustee for Arthur Temple III, Trustee of the Arthur Temple III Childrens' 1982 Trust, UTA Dated 12/06/1982 FBO-John Clark Hurst, Jr.
- (5) By self as Trustee for Arthur Temple III, Trustee of the Arthur Temple III Childrens' 1982 Trust, UTA Dated 12/06/1982 FBO - Whitney Sage Temple.
- (6) By self as Trustee for Arthur Temple III, Trustee of the Arthur Temple III Childrens' 1982 Trust, UTA Dated 12/06/1982 FBO - Susan Helen Temple.
- (7) By self as Trustee for Arthur Temple III, Trustee of the Arthur Temple III Childrens' 1982 Trust, UTA Dated 12/06/1982 FBO - Hannah Lea Temple.
- (8) 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.
- (9) Restricted stock units deferred under a Company plan, to be settled upon the reporting person's retirement. RSUs earned before 2006 are payable in stock. RSUs earned in 2006 or later are payable in cash.

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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