

SMITH SCOTT H  
Form 4  
February 11, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<p><b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i></p> <p>Smith, Scott</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Temple-Inland Inc. ("TIN")</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i></p>
<p>1300 S. Mopac</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Austin, TX 78746</p> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for</b> <i>(Month/Day/Year)</i></p> <p>02/07/2003</p>	<p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p>
<p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Chief Information Officer</p>	<p><b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2003	02/07/2003	A		3,500 (3)	A		10,979	D	
Common Stock								1,238 (1)	I	(1)
Preferred Stock Purchase Rights	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
					<b>CodeV (A)(D)</b>
					Option (right to buy) \$42.81
					Option (right to buy) \$56.06
					Option (right to buy) \$55.50
					Option (right to buy) \$55.50
					Option (right to buy) \$59.25
					Option (right to buy) \$55.28

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Option (right to buy) \$51.30

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Option (right to buy) \$55.32

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Option (right to buy) \$43.01 02/07/2003 02/07/2003 A 10,000

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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

<b>6. Date Exercisable and Expiration Date</b> <i>(Month/Day/Year)</i>	<b>7. Title and Amount of Underlying Securities</b> <i>(Instr. 3 and 4)</i>	<b>8. Price of Derivative Security</b> <i>(Instr. 5)</i>	<b>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</b> <i>(Instr. 4)</i>	<b>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</b> <i>(Instr. 4)</i>	<b>11. Nature of Indirect Beneficial Ownership</b> <i>(Instr. 4)</i>
<b>Date Exercisable</b>	<b>Expiration Date</b>	<b>Title</b>	<b>Amount or Number of Shares</b>		
02/02/1997	02/02/2006	Common Stock	479		
02/02/1998	02/02/2006	Common Stock	479		
02/02/1999	02/02/2006	Common Stock	479		
02/02/2000	02/02/2006	Common Stock	479		
02/02/2001	02/02/2006	Common Stock	479	2,395	D
02/07/1998	02/07/2007	Common Stock	365		
02/07/1999	02/07/2007	Common Stock	365		
02/07/2000	02/07/2007	Common Stock	365		
02/07/2001	02/07/2007	Common Stock	365		
02/07/2002	02/07/2007	Common Stock	365	1,825	D

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02/06/1999	02/06/2008	Common Stock	600		
02/06/2000	02/06/2008	Common Stock	600		
02/06/2001	02/06/2008	Common Stock	600		
02/06/2002	02/06/2008	Common Stock	600		
02/06/2003	02/06/2008	Common Stock	600	3,000	D
02/06/2003	02/06/2008	Common Stock	4,000	4,000	D
02/05/2000	02/05/2009	Common Stock	600		
02/05/2001	02/05/2009	Common Stock	600		
02/05/2002	02/05/2009	Common Stock	600		
02/05/2003	02/05/2009	Common Stock	600		
02/05/2004	02/05/2009	Common Stock	600	3,000	D
02/04/2001	02/04/2010	Common Stock	1,000		
02/04/2002	02/04/2010	Common Stock	1,000		
02/04/2003	02/04/2010	Common Stock	1,000		
02/04/2004	02/04/2010	Common Stock	1,000		
02/04/2005	02/04/2010		1,000	5,000	D



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Common  
Stock

02/02/2002	02/02/2011	Common Stock	3,750		
02/02/2003	02/02/2011	Common Stock	3,750		
02/02/2004	02/02/2011	Common Stock	3,750		
02/02/2005	02/02/2011	Common Stock	3,750	15,000	D
02/01/2003	02/01/2012	Common Stock	3,750		
02/01/2004	02/01/2012	Common Stock	3,750		
02/01/2005	02/01/2012	Common Stock	3,750		
02/01/2006	02/01/2012	Common Stock	3,750	15,000	D
02/07/2004	02/07/2013	Common Stock	2,500		
02/07/2005	02/07/2013	Common Stock	2,500		
02/07/2006	02/07/2013	Common Stock	2,500		
02/07/2007	02/07/2013	Common Stock	2,500	10,000	D

**Explanation of Responses:**

(1) By Trustee of the Temple-Inland Salaried Savings Plan according to the latest report of the Plan Administrator dated December 31, 2002. Reporting Person acquired additional shares through on-going acquisitions under 401(k) Plan. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)

(2) In accordance with the Shareholder Rights Plan adopted by the Company on February 3, 1999, Preferred Stock Purchase Rights are deemed to be attached to the shares of common stock.

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(3) Restricted shares acquired through an award under the Temple-Inland Inc. 2001 Stock Incentive Plan.

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

02/10/2003

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\*\*Signature of Reporting  
Person

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Date

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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