

TEMPLE INLAND INC

Form 4

February 15, 2012

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maley J. Patrick III

(Last) (First) (Middle)

1300 S MOPAC
EXPRESSWAY, 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)

02/13/2012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2012	02/13/2012	D	(1) 220,178	D \$ 0 (1)	0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: TEMPLE INLAND INC - Form 4

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Performance Stock Units	<u>(1)</u>	02/13/2012	02/13/2012	D	<u>(1)</u> 228,653	<u>(1)</u>	<u>(1)</u>	Common Stock	228,653
Performance Stock Units	<u>(1)</u>	02/13/2012	02/13/2012	D	<u>(1)</u> 63,386	<u>(1)</u>	<u>(1)</u>	Common Stock	63,386
Options (Right to Buy)	\$ 11.96	02/13/2012	02/13/2012	D	<u>(1)</u> 18,000	02/06/2005	02/06/2014	Common Stock	18,000
Options (Right to Buy)	\$ 7.56	02/13/2012	02/13/2012	D	<u>(1)</u> 30,000	05/07/2005	05/07/2013	Common Stock	30,000
Options (Right to Buy)	\$ 16.14	02/13/2012	02/13/2012	D	<u>(1)</u> 32,000	02/04/2006	02/04/2015	Common Stock	32,000
Options (Right to Buy)	\$ 21.55	02/13/2012	02/13/2012	D	<u>(1)</u> 32,800	02/03/2007	02/03/2016	Common Stock	32,800
Options (Right to Buy)	\$ 24.34	02/13/2012	02/13/2012	D	<u>(1)</u> 32,800	02/02/2008	02/02/2017	Common Stock	32,800
Options (Right to Buy)	\$ 19.5	02/13/2012	02/13/2012	D	<u>(1)</u> 212,245	02/01/2009	02/01/2018	Common Stock	212,245
Options (Right to Buy)	\$ 16.71	02/13/2012	02/13/2012	D	<u>(1)</u> 90,586	02/05/2010	02/05/2020	Common Stock	90,586
Options (Right to Buy)	\$ 5.64	02/13/2012	02/13/2012	D	<u>(1)</u> 219,161	02/06/2010	02/06/2019	Common Stock	219,161
Options (Right to Buy)	\$ 24.4	02/13/2012	02/13/2012	D	<u>(1)</u> 70,028	02/04/2012	02/04/2021	Common Stock	70,028

Reporting Owners

Reporting Owner Name / Address

Relationships

Edgar Filing: TEMPLE INLAND INC - Form 4

Director 10% Owner Officer Other

Maley J. Patrick III
1300 S MOPAC EXPRESSWAY
THIRD FLOOR
AUSTIN, TX 78746

X

Chief Operating Officer

Signatures

/s/ Leslie K. O'Neal on Behalf of Reporting
Person

02/13/2012

__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).

In accordance with the Agreement and Plan of Merger dated as of September 6, 2011 among Temple-Inland Inc., International Paper Company, and Metal Acquisition Inc., the Merger became effective February 13, 2012. Accordingly, all shares of common stock of

- (1) Temple-Inland Inc. have been converted into the right to receive \$32 per share, and all long term incentives have been converted into the right to receive \$32 per share (less the applicable exercise price for options), payable as set forth in the Merger Agreement. All long term incentive plans have been terminated and the Temple-Inland shares will be delisted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.