

O NEAL LESLIE K

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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O NEAL LESLIE K

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sr. Vice President &amp; Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	02/13/2012	02/13/2012	D	<u>11</u> 80,972	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  
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SEC 1474  
(9-02)

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

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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 Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Stock Units	<u>(1)</u>	02/13/2012	02/13/2012	D	<u>(1)</u>	11,856		<u>(1)</u>	<u>(1)</u>	Common Stock	11,856	
Performance Stock Units	<u>(1)</u>	02/13/2012	02/13/2012	D	<u>(1)</u>	63,233		<u>(1)</u>	<u>(1)</u>	Common Stock	63,233	
Options (Right to Buy)	\$ 21.55	02/13/2012	02/13/2012	D	<u>(1)</u>	6,150		02/03/2007	02/03/2016	Common Stock	6,150	
Options (Right to Buy)	\$ 24.34	02/13/2012	02/13/2012	D	<u>(1)</u>	10,000		02/02/2008	02/02/2017	Common Stock	10,000	
Options (Right to Buy)	\$ 24.4	02/13/2012	02/13/2012	D	<u>(1)</u>	9,167		02/04/2012	02/04/2021	Common Stock	9,167	
Options (Right to Buy)	\$ 5.64	02/13/2012	02/13/2012	D	<u>(1)</u>	30,304		02/06/2010	02/06/2019	Common Stock	30,304	
Options (Right to Buy)	\$ 16.71	02/13/2012	02/13/2012	D	<u>(1)</u>	12,708		02/05/2011	02/05/2020	Common Stock	12,708	
Options (Right to Buy)	\$ 19.5	02/13/2012	02/13/2012	D	<u>(1)</u>	13,543		02/01/2009	02/01/2018	Common Stock	13,543	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O NEAL LESLIE K 1300 S MOPAC EXPRESSWAY THIRD FLOOR AUSTIN, TX 78746	Sr. Vice President & Secretary

## Signatures

/S/ Leslie K.  
O'Neal

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.

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