

DeReu William R
Form 4
February 19, 2019

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

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 *
DeReu William R

2. Issuer Name and Ticker or Trading Symbol
POTLATCHDELTAIC CORP [PCH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O POTLATCHDELTAIC CORPORATION, W. 601 FIRST AVE., STE. 1600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Real Estate

SPOKANE, WA 99201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------|---|---------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 02/14/2019 | | A | | 15,492.067 ⁽¹⁾ | A | \$ 0 | 43,994.024 ⁽²⁾ | D | |
| Common Stock | 02/14/2019 | | A | | 1,838 ⁽³⁾ | A | \$ 0 | 45,832.024 | D | |
| Common Stock | 02/15/2019 | | S | | 3,890 ⁽⁴⁾ | D | \$ 35.01 | 41,942.024 | D | |
| Common Stock | 02/15/2019 | | S | | 738 ⁽⁵⁾ | D | \$ 35.01 | 41,204.024 | D | |
| Common Stock | | | | | | | | 3,204 | I | 401K ⁽⁶⁾ |

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- (4) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the Performance Shares listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (5) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (6) Reflects periodic contributions to the issuer's common stock fund in the issuer's 401(k) plan.

Remarks:

William R. DeReu

Vice President Real Estate

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.