SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report: May 7, 2004

(Date of earliest event reported)

POTLATCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction

1-5313 (Commission 82-0156045 (I.R.S. Employer

of Incorporation)

File Number)

Identification Number)

601 W. Riverside Avenue, Suite 1100, Spokane WA, (Address of principal executive offices)

99201 (Zip Code)

Edgar Filing: POTLATCH CORP - Form 8-K

509-835-1500

(Registrant s telephone number,

including area code)

Edgar Filing: POTLATCH CORP - Form 8-K

Item 5.

Effective May 5, 2004, we reinstated our fixed-to-variable interest rate swap, which is used to hedge the fixed interest rate payable on \$165 million of our \$250 million principal amount 10% senior subbordinated debentures due 2011. The variable interest rate we pay will be determined semi-annually in arrears and will be equal to LIBOR plus 4.80%.

Edgar Filing: POTLATCH CORP - Form 8-K

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 7, 2004

POTLATCH CORPORATION

By: /s/ MALCOLM A. RYERSE

Malcolm A. Ryerse Corporate Secretary