

Ussery Terdema L II  
Form 4  
September 22, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
Ussery Terdema L II

2. Issuer Name and Ticker or Trading Symbol  
TIMBERLAND CO [TBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 DOMAIN DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/13/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

STRATHAM, NH 03885

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 Ownership (Instr. 4)
Class A Common Stock	09/13/2011		D	4,434	D \$ 43 (1) 0	D	

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non-qualified Stock Option (Right to Buy)	\$ 36.7	09/13/2011		D	19,086	05/19/2006	05/19/2015	Class A Common Stock	
Non-qualified Stock Option (Right to Buy)	\$ 27.86	09/13/2011		D	10,549	05/19/2007	05/19/2016	Class A Common Stock	
Non-qualified Stock Option (Right to Buy)	\$ 26.49	09/13/2011		D	10,796	05/21/2008	05/21/2017	Class A Common Stock	
Non-qualified Stock Option (Right to Buy)	\$ 17.65	09/13/2011		D	17,048	05/19/2009	05/19/2018	Class A Common Stock	
Restricted Stock Unit	\$ 0	09/13/2011		D	3,075	05/26/2012	05/26/2021	Class A Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ussery Terdema L II 200 DOMAIN DRIVE STRATHAM, NH 03885		X		

## Signatures

Danette Wineberg, attorney-in-fact for Terdema L. Ussery II 09/22/2011

\_\_\_\_\_  
\*\*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).

(1) These shares were disposed of pursuant to the merger agreement between the issuer and VF Corporation at a per share buyout price of \$43.00.

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- (2) The option was cancelled as a result of the merger. A cash payment was made in lieu of the equity cancelled which represents the difference between the exercise price of the option and the per share buyout price of \$43.00
- (3) The unit's lapse date was accelerated as a result of the merger and then cash payment was issued at the per share buyout price of \$43.00

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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