

SWARTZ JEFFREY B
Form 4
July 08, 2009

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 *
SWARTZ JEFFREY B

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)
03/05/2009

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	03/05/2009		A		31,199 A \$ 0 ⁽¹⁾	827,673	D
Class A Common Stock	07/06/2009		F		68,566 D \$ 12.74	759,107	D
Class A Common Stock						87,204	I by Spouse
Class A Common						278,204	I by Swartz Trust

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Stock

Class A Common Stock	31,200	I	by self as custodian <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.34	03/05/2009		A	93,597	03/05/2009 ⁽³⁾	03/05/2019	Class A Common Stock
Class B Common Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Non-Qualified Stock Option (right to buy) <u>(6)</u>	\$ 17.74					02/28/2003 ⁽⁶⁾	02/28/2013	Class A Common Stock
Non-Qualified Stock Option (right to buy) <u>(6)</u>	\$ 19.485					03/06/2004	03/06/2013	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.5					03/01/2002 ⁽⁶⁾	03/01/2011	Class A Common Stock

Non-Qualified
Stock Option \$ 31.29
(right to buy)

03/03/2005⁽⁶⁾ 03/03/2014 Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWARTZ JEFFREY B 200 DOMAIN DRIVE STRATHAM, NH 03885	X	X	President and CEO	

Signatures

By: Attorney-in-Fact, Danette Wineberg For: Jeffrey B.
Swartz

07/08/2009

__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) Award of Restricted Stock. The shares have no value until vested and released to the recipient.
The Reporting Person, as custodian for his sons, Daniel, Samuel and Noah Swartz, under the MA Uniform Gifts to Minors Act, holds the
- (2) following shares for his sons: 15,600 shares each for Daniel and Samuel Swartz of Class A Common Stock; and 74,012 shares each for Daniel and Samuel Swartz and 35,460 shares for Noah Swartz of Class B Common Stock.
- (3) These stock options become exercisable in three (3) equal installments, commencing one (1) year after the date of grant.
- (4) The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. Previously this was reported on Table I but will in future filings be reported on Table II.
- (5) The Reporting Person is one of the beneficiaries of The Sidney W. Swartz 1982 Family Trust, which holds shares of Class A Common Stock and shares of Class B as reported.
- (6) These stock options become exercisable in four (4) equal installments, commencing one (1) year after the date of grant.

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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