

Fitzgerald John J. Jr.
 Form 4
 March 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Fitzgerald John J. Jr.

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2009

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

VP - Corp Controller - CAO

(Street)

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

STRATHAM, NH 03885

(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)
				Code V	Amount	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	12/31/2009		J	816	A	\$ 11.61	6,721 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 9.34	03/03/2010		A	9,548	03/03/2010 ⁽³⁾ 03/05/2019	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.41					12/04/2009 ⁽⁴⁾ 12/04/2018	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.7					03/05/2009 ⁽⁴⁾ 03/05/2018	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.74					02/28/2003 ⁽⁵⁾ 02/28/2012	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.485					03/06/2004 ⁽⁵⁾ 03/06/2013	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.12					02/28/2008 ⁽⁴⁾ 02/28/2017	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.5					03/01/2002 ⁽⁵⁾ 03/01/2011	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.29					03/03/2005 ⁽⁵⁾ 03/03/2014	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.01					03/02/2007 ⁽⁴⁾ 03/02/2016	Class A Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.42					03/03/2006 ⁽⁵⁾ 03/03/2015	Class A Common Stock
Restricted Stock Unit	\$ 0					03/05/2009 ⁽⁶⁾ 03/05/2018	Class A Common Stock

Restricted Stock Unit \$ 0

12/04/2009⁽⁴⁾ 12/04/2018 Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fitzgerald John J. Jr. 200 DOMAIN DRIVE STRATHAM, NH 03885			VP - Corp Controller - CAO	

Signatures

By: Danette Wineberg, Attorney-in-Fact For: John J. Fitzgerald, Jr.

03/05/2010

__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) Acquisition of shares pursuant to The Timberland Company Employee Stock Purchase Plan which satisfies the requirements of former Rule 16b-3.

(2) 16,667 options were granted on March 5, 2009. Such options were granted subject to the Company's financial performance in fiscal year 2009 as approved by the Board of Directors or a committee thereof. The Board of Directors or a committee thereof, as applicable, determined on March 3, 2010 that 9,548 options were earned based upon the Company's financial performance in fiscal year 2009 these options will vest in three equal annual installments beginning on March 3, 2011.

(3) These stock options become exercisable in (3) three equal annual installments in March of 2011, 2012, and 2013.

(4) These stock options become exercisable in three (3) equal installments, commencing one (1) year after the date of grant.

(5) These stock options become exercisable in four (4) equal installments, commencing one (1) year after the date of grant.

(6) These Restricted Stock Units become exercisable in three (3) 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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