

SWARTZ JEFFREY B

Form 4

September 22, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SWARTZ JEFFREY B

(Last) (First) (Middle)

200 DOMAIN DRIVE

(Street)

STRATHAM, NH 03885

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President and CEO

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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/13/2011		D		735,996	D	\$ 43 <sup>(5)</sup>	0	D	
Class A Common Stock	09/13/2011		D		31,200	D	\$ 43 <sup>(5)</sup>	0	I	By Self As Custodian
Class A Common Stock	09/13/2011		D		87,204	D	\$ 43 <sup>(5)</sup>	0	I	By Spouse <sup>(2)</sup>
Class A Common	09/13/2011		D		278,204	D	\$ 43 <sup>(5)</sup>	0	I	By Swartz Trust <sup>(4)</sup>

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Stock

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)

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 Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 9.34	09/13/2011		D	284,560	03/04/2010 03/05/2019	Class A Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 15.19	09/13/2011		D	5,450	02/25/2000 02/25/2009	Class A Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 19.45	09/13/2011		D	113,489	03/04/2012 03/04/2020	Class A Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 19.485	09/13/2011		D	90,000	03/06/2004 03/06/2013	Class A Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 31.29	09/13/2011		D	150,000	03/03/2005 03/03/2014	Class A Common Stock
Class B Common Stock	(3)	09/13/2011		D	64,380	(3) (3)	Class A Common Stock
Class B Common Stock	(3)	09/13/2011		D	183,484	(3) (3)	Class A Common Stock
Class B Common Stock	(3)	09/13/2011		D	3,220,612	(3) (3)	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

/s/Danette Wineberg, attorney-in-fact for Jeffrey B.  
Swartz

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) The Reporting Person, as custodian for his sons, Daniel, Samuel and Noah Swartz, under the MA Uniform Gifts to Minors Act, holds the following shares for his sons: 15,600 shares each for Daniel and Samuel Swartz of Class A Common Stock.
- (2) Reporting Person's spouse received shares as a gift. Reporting Person disclaims ownership of these shares.
- (3) 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.
- (4) The Reporting Person is one of the beneficiaries of The Sidney W. Swartz 1982 Family Trust, which Trust holds 278,204 shares of Class A Common Stock and 3,220,612 shares Class B.
- (5) 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.
- (6) 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

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.