Ussery Terdema L II Form 4 May 26, 2009

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Ussery Terdema L II

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

TIMBERLAND CO [TBL]

5. Relationship of Reporting Person(s) to Issuer

200 DOMAIN DRIVE

(Middle)

3. Date of Earliest Transaction

05/21/2009

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

Other (specify Officer (give title below) 6. Individual or Joint/Group Filing(Check

(Check all applicable)

10% Owner

Applicable Line)

X\_ Director

\_X\_ 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

STRATHAM, NH 03885

(State) (Zip)

> 2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

or Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 4 Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative **Expiration Date** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired

Underlying Seco (Instr. 3 and 4)

7. Title and Am

1

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	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or No of
Restricted Stock Unit	\$ 0	05/21/2009	A		7,734		05/21/2010(1)	05/21/2019	Class A Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 17.65						05/19/2009(2)	05/19/2018	Class A Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 26.49						05/21/2008(2)	05/21/2017	Class A Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.86						05/19/2007(3)	05/19/2016	Class A Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 36.7						05/19/2006(4)	05/19/2015	Class A Common Stock	1

## **Reporting Owners**

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

## **Signatures**

By: Danette Wineberg, Attorney-in-Fact For: Terdema L. Ussery II 05/26/2009

\*\*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) These Restricted Stock Units become exercisable in one (1) year after the date of grant. These Restricted Stock Units were granted pursuant to the Company's 2007 Incentive Plan
- (2) These stock options become exercisable one (1) year after the date of grant. These options were granted pursuant to the Company's 2007 Stock Option Plan.
- (3) These options become exercisable one (1) year after the date of grant. These stock options were granted pursuant to the Company's 2001 Stock Option Plan for Non-Employee Directors.

Reporting Owners 2

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(4) These stock options become exercisable in three (3) equal installments, commencing one (1) year after date of grant. These options were granted pursuant to the Company's 2001 Stock Option Plan for Non-Employee Directors.

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.