

WINEBERG DANETTE

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINEBERG DANETTE

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)
09/13/2011

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

VP, General Counsel and Sec

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Class A Common Stock | 09/13/2011 | | D | 22,541 D | \$ 43 (1) 0 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|---|---|---|---|--|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-qualified Stock Option (Right to Buy) | \$ 9.34 | 09/13/2011 | | D | 9,548 | 03/03/2010 | 03/05/2019 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 14.7 | 09/13/2011 | | D | 6,500 | 03/05/2009 | 03/05/2018 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 17.74 | 09/13/2011 | | D | 24,000 | 02/28/2003 | 02/28/2012 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 19.45 | 09/13/2011 | | D | 7,868 | 03/04/2012 | 03/04/2020 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 19.485 | 09/13/2011 | | D | 15,000 | 03/06/2004 | 03/06/2013 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 27.12 | 09/13/2011 | | D | 13,000 | 02/28/2008 | 02/28/2017 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 31.29 | 09/13/2011 | | D | 14,000 | 03/03/2005 | 03/03/2014 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 22.165 | 09/13/2011 | | D | 15,000 | 09/08/2004 | 09/08/2013 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 35.01 | 09/13/2011 | | D | 10,000 | 03/02/2007 | 03/02/2016 | Class A Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 35.42 | 09/13/2011 | | D | 11,000 | 03/03/2006 | 03/03/2015 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WINEBERG DANETTE 200 DOMAIN DRIVE STRATHAM, NH 03885 | | | VP, General Counsel and Sec | |

Signatures

/s/ Danette
Wineberg

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.
- (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

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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