DZIALO JOSEPH

Form 4

February 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

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0.5

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may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DZIALO JOSEPH			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)	3. Date of Earliest Transaction	(Check all applicable)
200 DOMAIN I	DRIVE		(Month/Day/Year) 02/23/2006	Director 10% Owner _X_ Officer (give title Other (specify below) SVP US
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
STRATHAM, N	NH 03885		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

STR	ATH	ΔM	NH	03885
O I IV	Δ		1 7 1 1	V. 200.2

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	esed of 4 and (A) or	` ′	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 (1)	02/23/2006		M	9,500	A	\$ 23.15	33,352	D	
Class A Common Stock (1)	02/23/2006		S	9,500	D	\$ 35.0307	23,852	D	
Class A Common Stock (1)	02/23/2006		M	6,500	A	\$ 31.29	30,352	D	
Class A Common	02/23/2006		S	6,500	D	\$ 35.0307	23,852	D	

Stock (1)

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 required to respond unless the form displays a currently valid OMB control number.

(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)	Code	5. Number compf 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 Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 23.15	02/23/2006		M	9,500	09/03/2004(2)	09/03/2013	Class A Common Stock	g
Non-Qualified Stock Option (right to buy)	\$ 31.29	02/23/2006		M	6,500	03/03/2005(2)	03/03/2014	Class A Common Stock	ϵ

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DZIALO JOSEPH						
200 DOMAIN DRIVE			SVP US			
STRATHAM, NH 03885						

Signatures

**Signature of Reporting Person

Dzialo 02/23/2006

2 Reporting Owners

Date

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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) Details of these stock options have been previously reported.
- (2) 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. 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.