

TREDEGAR CORP
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOTTWALD JOHN D

(Last) (First) (Middle)

TREDEGAR CORPORATION, 1100 BOULDERS PARKWAY

(Street)

RICHMOND, VA 23225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TREDEGAR CORP [TG]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2006

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)

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 (D) Price | | | |
| Tredegar Common Stock | | | | | 1,697,162 | D | |
| Tredegar Common Stock | | | | | 245,612 | I | Footnote (1) |
| Tredegar Common Stock | | | | | 12,953 | I | Footnote (2) |
| Tredegar | | | | | 4,710 | I | Footnote |

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| | | | |
|-----------------------|--------|---|----------------------|
| Common Stock | | | <u>(3)</u> |
| Tredegar Common Stock | 714 | I | <u>Footnote (4)</u> |
| Tredegar Common Stock | 2,901 | I | <u>Footnote (5)</u> |
| Tredegar Common Stock | 1,215 | I | <u>Footnote (6)</u> |
| Tredegar Common Stock | 8,571 | I | <u>Footnote (7)</u> |
| Tredegar Common Stock | 4,935 | I | <u>Footnote (8)</u> |
| Tredegar Common Stock | 25,399 | I | <u>Footnote (9)</u> |
| Tredegar Common Stock | 25,399 | I | <u>Footnote (10)</u> |
| Tredegar Common Stock | 2,100 | I | <u>Footnote (11)</u> |
| Tredegar Common Stock | 4,710 | I | <u>Footnote (12)</u> |
| Tredegar Common Stock | 3,590 | I | <u>Footnote (13)</u> |
| Tredegar Common Stock | 3,590 | I | <u>Footnote (14)</u> |
| Tredegar Common Stock | 1,244 | I | <u>Footnote (15)</u> |
| Tredegar Common Stock | 1,244 | I | <u>Footnote (16)</u> |
| Tredegar Common Stock | 450 | I | <u>Footnote (17)</u> |

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| | | | | | | | | | |
|-----------------------------|------------|--|---|---------|---|-------------|---------|------------------|------------------|
| Tredegar Common Stock | | | | | | 24,544 | I | Footnote (18) | |
| Tredegar Common Stock | | | | | | 90,000 | I | Footnote (19) | |
| Tredegar Common Stock | | | | | | 15,840 | I | Footnote (20) | |
| Tredegar Common Stock | 02/14/2006 | | P | 285,029 | A | \$ 14.91 | 845,538 | I | Footnote (21) |
| Tredegar Common Stock | | | | | | | 142,365 | I | Footnote (22) |
| Tredegar Common stock | | | | | | | 2,996 | I | Footnote (23) |

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 number.

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

GOTTWALD JOHN D
TREDEGAR CORPORATION X
1100 BOULDERS PARKWAY
RICHMOND, VA 23225

Signatures

Patricia A. Thomas,
Attorney-In-Fact 02/16/2006

 **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) Equivalent shares as reported by the Tredegar Corporation Retirement Savings Plan (the "Savings Plan"). The Savings Plan maintains its records through unit accounting and not share accounting. Therefore, the number of equivalent shares can fluctuate up or down depending upon the unit value within the trust solely as a result of a change in fair market value of Tredegar stock even if the employee takes no action in the Savings Plan.
- (2) Owned by wife. (Reporting person disclaims beneficial ownership.)
- (3) Shares transferred from UGMA of which reporting person was custodian to adult son, Samuel S. Gottwald. (Reporting person disclaims beneficial ownership.)
- (4) Held by reporting person as custodian for son, James C. Gottwald. (Reporting person disclaims beneficial ownership.)
- (5) Held by W. M. Gottwald as trustee FBO James C. Gottwald U/A dated 10-20-87. (Reporting person disclaims beneficial ownership.)
- (6) Held as trustee FBO Elizabeth I. Gottwald U/A dated 10-20-87. (Reporting person disclaims beneficial ownership.)
- (7) Held for James M. Gottwald U/A dated 12-1-81, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
- (8) Held for Sarah Wren Gottwald U/A dated 3-1-83, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
- (9) Held by W. M. Gottwald as trustee FBO James C. Gottwald U/A dated 12-21-87. (Reporting person disclaims beneficial ownership.)
- (10) Held by W. M. Gottwald as trustee FBO Samuel S. Gottwald U/A dated 12-21-87. (Reporting person disclaims beneficial ownership.)
- (11) Held as co-trustee FBO Elizabeth Ingrid Gottwald U/A dated 3-28-85. (Reporting person disclaims beneficial ownership.)
- (12) Held as co-trustee FBO William M. Gottwald, Jr. U/A dated 10-13-83. (Reporting person disclaims beneficial ownership.)
- (13) Held by W. M. Gottwald, trustee of Sam's Crummey Trust (Samuel S. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (14) Held by W. M. Gottwald, trustee of James' Crummey Trust (James C. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (15) Held as trustee of Michael's Crummey Trust (William M. Gottwald, Jr.) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (16) Held as trustee of Beth's Crummey Trust (Elizabeth I. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (17) Held by me as custodian for son, Charles H. Gottwald. (Reporting person disclaims beneficial ownership.)
- (18) Held by W. M. Gottwald as trustee FBO Charles H. Gottwald U/A dated 10-18-89. (Reporting person disclaims beneficial ownership.)
- (19) Held by Thomas McN. Millhiser and James T. Gottwald, as trustees, of the John D. Gottwald Family Trust, FBO reporting person's children, U/A dated 4-10-92. (Reporting person disclaims beneficial ownership.)
- (20) Held by W. M. Gottwald as trustee FBO Margaret A. Gottwald U/A dated 3-09-92. (Reporting person disclaims beneficial ownership.)
- (21) Held as co-trustee FBO (among others) reporting person's family u/w Floyd D. Gottwald. Additional shares were acquired in exchange for shares of common stock of NewMarket Corporation having an aggregate value of \$12.7 million.

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- (22) Held as co-trustee of the William M. Gottwald Trust U/A dated 8-16-90. (Reporting person disclaims beneficial ownership.)
- (23) Held by W. M. Gottwald, trustee of Chase's Crummey Trust (Charles H. Gottwald) U/A dated 9/5/89. (Reporting person disclaims beneficial ownership.)

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.