

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2004-02-11**
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ISSUER

WEYERHAEUSER CO

CIK: **106535** | IRS No.: **910470860** | State of Incorporation: **WA** | Fiscal Year End: **1228**
SIC: **2400** Lumber & wood products (no furniture)

Mailing Address

*33663 WEYERHAEUSER WAY
SOUTH
FEDERAL WAY WA 98003*

Business Address

*33663 WEYERHAEUSER WAY
SOUTH
FEDERAL WAY WA 98003
2539242345*

REPORTING OWNER

TAGGART RICHARD J

CIK: **1224763**
Type: **4** | Act: **34** | File No.: **001-04825** | Film No.: **04593294**

Mailing Address

*WEYERHAEUSER CO
PO BOX 9777
FEDERAL WAY WA
98063-9777*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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. Name and Address of Reporting Person TAGGART RICHARD J | | | 2. Issuer Name and Ticker or Trading Symbol WEYERHAEUSER CO [WY] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President & CFO | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2004 | | | |
| P. O. BOX 9777 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | |
| (Street) FEDERAL WAY, WA 980639777 | | | | | | |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Share Equivalents | \$ 0 ⁽¹⁾ | 02/11/2004 | | <u>A</u> | | 6,454 | | 02/11/2004 | ⁽²⁾ | Common | 6,454 | \$63.5 | 6,454 | D | |
| Stock Option (right to buy) | \$62.815 | 02/11/2004 | | <u>A</u> | | 42,000 | | 02/12/2005 ⁽³⁾ | 02/11/2014 | Common | 42,000 | \$ 0 | 42,000 | D | |

Explanation of Responses:

- 1 for 1
- The common share equivalents were acquired pursuant to the Weyerhaeuser Company Comprehensive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting persons termination or retirement.
- The option vests in 25% increments beginning February 12, 2005

Signatures

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.