

WEYERHAEUSER CO
Form 4
March 09, 2005

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 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 *
DOWDY ROBERT A

(Last) (First) (Middle)

P. O. BOX 9777

(Street)

FEDERAL WAY, WA 980639777

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WEYERHAEUSER CO [WY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2005

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)
Senior VP & General Counsel

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	(A) or (D)	Price
Common	03/08/2005		M		13,575	A	\$ 52.705
Common	03/08/2005		S		13,575	D	\$ 69.1447
Common	03/08/2005		M		2,000	A	\$ 55.5625
Common	03/08/2005		S		2,000	D	\$ 69.1447
Common	03/08/2005		M		750	A	\$ 52.705
Common	03/08/2005		S		750	D	\$ 69.1447

Common 3,449 ⁽¹⁾ I By 401(k) and PSP Plans

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 55.5625	03/08/2005		M	2,000	04/18/2001 ⁽²⁾ 04/17/2010	Common	2,000	
Stock Option (right to buy)	\$ 52.705	03/08/2005		M	13,575	02/08/2002 ⁽³⁾ 02/07/2011	Common	13,575	
Stock Option (right to buy)	\$ 52.705	03/08/2005		M	750	02/08/2002 ⁽³⁾ 02/07/2011	Common	750	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWDY ROBERT A P. O. BOX 9777 FEDERAL WAY, WA 980639777			Senior VP & General Counsel	

Signatures

By: /s/ Vicki A. Merrick,
Attorney-in-fact

03/09/2005

__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) Includes 51 shares acquired under the Weyerhaeuser Company 401(K) and Performance Share Plans since the date of the reporting persons last ownership report.
- (2) The option vests in 25% increments beginning April 18, 2001
- (3) The option vests in 25% increments beginning February 8, 2002

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.