

HILLYARD STEVEN J
Form 4
March 08, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
HILLYARD STEVEN J

(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)
03/07/2005

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)
Vice President & CAO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common	03/07/2005		M		5,000	A	\$ 53.75
							5,000
Common	03/07/2005		S		5,000	D	\$ 69.6423
							0
Common	03/07/2005		M		2,350	A	\$ 65.5625
							2,350
Common	03/07/2005		S		2,350	D	\$ 69.6423
							0
Common	03/07/2005		M		5,500	A	\$ 53.0312
							5,500
Common	03/07/2005		S		5,500	D	
							0

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\$
69.6423

Common 03/07/2005 M 6,000 A \$ 52.705 6,000 D

Common 03/07/2005 S 6,000 D \$ 69.6423 0 D

Common 3,333 I By 401(k) and PSP Plans

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.

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(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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 53.75	03/07/2005		M	5,000	02/11/2000 ⁽¹⁾ 02/10/2009	Common	5,000
Stock Option (right to buy)	\$ 65.5625	03/07/2005		M	2,350	12/09/2000 ⁽²⁾ 12/08/2009	Common	2,350
Stock Option (right to buy)	\$ 53.0312	03/07/2005		M	5,500	02/10/2001 ⁽³⁾ 02/09/2010	Common	5,500
Stock Option (right to buy)	\$ 52.705	03/07/2005		M	6,000	02/08/2002 ⁽⁴⁾ 02/07/2011	Common	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLYARD STEVEN J P. O. BOX 9777 FEDERAL WAY, WA 980639777			Vice President & CAO	

Signatures

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

03/08/2005

__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) The option vests in 25% increments beginning February 11, 2000
 - (2) The option vests in 25% increments beginning December 9, 2000
 - (3) The option vests in 25% increments beginning February 10, 2001
 - (4) 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.