

DOWDY ROBERT A  
Form 4  
December 02, 2004

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P. O. BOX 9777

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2004

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP & General Counsel

(Street)  
FEDERAL WAY, WA 980639777

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(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)	Price
Common	12/01/2004		M		10,000	A	\$ 52.705
Common	12/01/2004		S		10,000	D	\$ 67.6655
Common	12/01/2004		M		3,354	A	\$ 56.7812
Common	12/01/2004		M		3,354	D	\$ 67.6655
Common	12/01/2004		M		600	A	\$ 53.0312
Common	12/01/2004		S		600	D	

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\$  
67.6655

Common

3,398 <sup>(1)</sup>

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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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 56.7812	12/01/2004		M	3,354	03/27/1999 <sup>(2)</sup>	03/26/2008	Common	3,354
Stock Option (right to buy)	\$ 53.0312	12/01/2004		M	600	02/10/2001 <sup>(3)</sup>	02/09/2010	Common	600
Stock Option (right to buy)	\$ 52.705	12/01/2004		M	10,000	02/08/2002 <sup>(4)</sup>	02/07/2011	Common	10,000

## 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

12/02/2004

\_\_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 165 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 March 27, 1999
- (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.

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