

WEYERHAEUSER CO  
Form 8-K  
May 03, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**April 29, 2004**

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(Date of Earliest Event Reported)  
**WEYERHAEUSER COMPANY**

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(Exact Name of Registrant as Specified in Charter)

**Washington**

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**1-4825**

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**91-0470860**

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(State or Other Jurisdiction  
of Incorporation)

(Commission File No.)

(IRS Employer  
Identification No.)

**Federal Way, Washington 98063-9777**

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(Address of Principal Executive Offices, including Zip Code)  
**(253) 924-2345**

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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

SIGNATURE

Exhibit Index

EXHIBIT 5.1

EXHIBIT 1.4

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**Item 5. Other Events**

The Registrant is filing as exhibits hereto certain information and agreements to be incorporated by reference into its Registration Statement on Form S-3 (File No. 333-104752), (the *Registration Statement* ), originally filed on April 25, 2003 and as amended on August 1, 2003.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits**

**(c) Exhibits:**

- 1.4 Underwriting Agreement, dated April 29, 2004, among Morgan Stanley & Co. Incorporated and J.P. Morgan Securities, Inc., acting severally on behalf of themselves and the several Underwriters named in Schedule I thereto
  
- 5.1 Opinion of Perkins Coie LLP as to the legality of certain of the securities registered under the Registration Statement

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WEYERHAEUSER COMPANY**

Dated: April 30, 2004

By: /s/ Claire S. Grace

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Name: Claire S. Grace  
Title: Corporate Secretary and Assistant General  
Counsel

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