

HILLYARD STEVEN J
 Form 4
 November 12, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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)
11/11/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & CAO

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common | 11/11/2004 | | M | 5,250 A \$ 45.75 | 5,250 | D | |
| Common | 11/11/2004 | | S | 5,250 D \$ 66.31 | 0 | D | |
| Common | 11/11/2004 | | M | 6,200 A \$ 51.09 | 6,200 | D | |
| Common | 11/11/2004 | | S | 6,200 D \$ 66.31 | 0 | D | |
| Common | | | | | 3,333 ⁽¹⁾ | I | By 401(k) and PSP Plans |

Edgar Filing: HILLYARD STEVEN J - Form 4

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.

SEC 1474
(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) | \$ 45.75 | 11/11/2004 | | M | 5,250 | 02/07/1998 ⁽²⁾ 02/06/2007 | Common | 5,250 |
| Stock Option (right to buy) | \$ 51.094 | 11/11/2004 | | M | 6,200 | 02/13/1999 ⁽³⁾ 02/12/2008 | Common | 6,200 |

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
Date: 11/12/2004

**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)

Edgar Filing: HILLYARD STEVEN J - Form 4

Includes 86 shares acquired under the Weyerhaeuser Company 401(k) and Performance Shares Plans since the date of the reporting persons last report.

- (2) The option vests in 25% increments beginning February 7, 1998
- (3) The option vests in 25% increments beginning February 13, 1999

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.