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WEYERHAEUSER CO
Form 8-K
April 30, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

April 29, 2004

(Date of earliest event report)

WEYERHAEUSER COMPANY

(Exact name of registrant as specified in charter)

Washington

1-4825

91-0470860

(State or other
jurisdiction of
incorporation or
organization)

(Commission
File Number)

(IRS Employer
Identification
Number)

Federal Way, Washington 98063-9777
(Address of principal executive offices)
(zip code)

Registrant's telephone number, including area code:
(253) 924-2345

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WASHINGTON D.C., 20549

Item 9. Regulation FD Disclosure

On April 29, 2004, Weyerhaeuser Company a press release stating the following:

FEDERAL WAY, WA - Weyerhaeuser Company (NYSE: WY) today priced its previously announced public offering of 14.5 million common shares at \$59 per share. All of the shares are being sold by Weyerhaeuser. Weyerhaeuser expects to use the net proceeds from the offering to retire a portion of its outstanding debt

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during the twelve month period following the closing of the offering.

Underwriters for the offering include Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., joint book-running managers, as well as Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Banc of America Securities LLC, each a co-managing underwriter. The underwriters have the option to purchase up to an additional 2,175,000 common shares pursuant to an over-allotment option.

Copies of the prospectus relating to the offering may be obtained from Morgan Stanley & Co. Incorporated, Prospectus Department, 1585 Broadway, New York, New York, 10036, or from J.P. Morgan Securities Inc., Prospectus Department, One Chase Manhattan Plaza, Floor 5b, New York, New York, 10081.

Weyerhaeuser Company, one of the world's largest integrated forest products companies, was incorporated in 1900. In 2003, sales were \$19.9 billion. It has offices or operations in 18 countries, with customers worldwide. Weyerhaeuser is principally engaged in the growing and harvesting of timber; the manufacture, distribution and sale of forest products; and real estate construction, development and related activities.

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SIGNATURES

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
By	/s/ Steven J. Hillyard
Its:	Vice President and Chief Accounting Officer

Date: April 29, 2004