

WEYERHAEUSER CO

Form 8-K

May 03, 2004

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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 Reported)
WEYERHAEUSER COMPANY

(Exact Name of Registrant as Specified in Charter)

Washington

1-4825

91-0470860

(State or Other Jurisdiction
of Incorporation)

(Commission File No.)

(IRS Employer
Identification No.)

Federal Way, Washington 98063-9777

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

(Registrant's Telephone Number, Including Area Code)

(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

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

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