WEYERHAEUSER CO

Form 4

February 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GIDEON THOMAS F**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WEYERHAEUSER CO [WY]

(Check all applicable)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

02/15/2006

Director 10% Owner X_ Officer (give title Other (specify

Senior Vice President

below)

below)

P.O. BOX 9777

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

FEDERAL WAY, WA 980639777

(Street)

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

Following Reported Transaction(s) (Instr. 3 and 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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)		ed of					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Share Equivalents	(1)	02/15/2006		A		899		(2)	<u>(3)</u>	Common	8
Stock Option (right to buy)	\$ 69.725	02/15/2006		A		15,600		02/16/2007(5)	02/15/2016	Common	15,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GIDEON THOMAS F P. O. BOX 9777

Senior Vice President

FEDERAL WAY, WA 980639777

Signatures

By: /s/ Vicki A. Merrick, Attorney-in-fact

02/16/2006

**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)** 1 for 1
- (2) Immediate
- (3) The common share equivalents were acquired pursuant to the Weyerhaeuser Company Comprehensive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting persons termination; retirement or on a specified payout date.
- (4) Reported holdings include shares acquired in dividend reinvestment transactions.
- (5) The option vests in 25% increments beginning February 16, 2007

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.

Reporting Owners 2