

WEYERHAEUSER CO
Form 8-K
February 02, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

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

Date of report (Date of earliest event reported): **February 2, 2007**

WEYERHAEUSER COMPANY
(Exact Name of Registrant as Specified in Charter)

| | | |
|--|---|--|
| Washington (State or Other Jurisdiction of Incorporation) | 1-4825 (Commission File Number) | 91-0470860 (IRS Employer Identification No.) |
|--|---|--|

**33663 Weyerhaeuser Way South
Federal Way,
Washington 98063-9777**
(Address of Principal Executive Offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On February 2, 2007, Weyerhaeuser Company (the “Company”) issued a press release announcing the commencement of the Company’s offer to exchange all shares of Domtar Corporation, a wholly owned subsidiary of the Company, for common shares of the Company and exchangeable shares of Weyerhaeuser Company Limited (such offer, the “Exchange Offer”).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Weyerhaeuser Company issued February 2, 2007, announcing the commencement of the Exchange Offer.

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

By: /s/ Jeanne M. Hillman

Name: Jeanne M. Hillman

Title: V.P., Chief Accounting Officer

Date: February 2, 2007