

WEYERHAEUSER CO  
Form S-8 POS  
March 01, 2007

As filed with the Securities and Exchange Commission on March 1, 2007

Registration No. 333-86114

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**WEYERHAEUSER COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

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**Washington**  
(State or Other Jurisdiction of

Incorporation or Organization)

**91-0470860**  
(I.R.S. Employer

Identification No.)

**33663 Weyerhaeuser Way South**

**Federal Way, Washington 98063-9777**

(Address of Principal Executive Offices, Including Zip Code)

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**Weyerhaeuser Company Performance Share Plan**

**Weyerhaeuser Company 401(k) Plan**

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(Full Title of the Plans)

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**Claire S. Grace**

**Corporate Secretary**

**Weyerhaeuser Company**

**33663 Weyerhauser Way South**

**Federal Way, Washington 98063-9777**

**(253) 924-2345**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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**Copy to:**

**J. Sue Morgan**

**Perkins Coie LLP**

**1201 Third Avenue, Suite 4800**

**Seattle, Washington 98101-3099**

**(206) 359-8000**

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**EXPLANATORY NOTE**

By means of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-86114, originally filed with the Securities and Exchange Commission on April 12, 2002 (the 2002 Registration Statement ), the Registrant hereby deregisters 807,000 shares of its Common Stock, par value \$1.25 per share, which were previously registered for the Weyerhaeuser Company Performance Share Plan on the 2002 Registration Statement. This deregistration is being made as required in conjunction with the merger of the Weyerhaeuser Company Performance Share Plan into the Weyerhaeuser Company Investment Growth Plan, the Weyerhaeuser Company Hourly 401(k) Plan Number One, the Weyerhaeuser Company Hourly 401(k) Plan Number Two and the NORPAC Hourly 401(k) Plan.

Also by means of this Post-Effective Amendment No. 1 to the 2002 Registration Statement, the Registrant hereby deregisters 14,186 shares of its Common Stock which were registered for the Weyerhaeuser Company 401(k) Plan on the 2002 Registration Statement. This deregistration is being made as required in conjunction with the merger of the Weyerhaeuser Company 401(k) Plan into the Weyerhaeuser Company Investment Growth Plan.

Except to the extent stated herein, the 2002 Registration Statement as originally filed is not otherwise affected by this Amendment No. 1 to the 2002 Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Federal Way, State of Washington, on the 1st day of March, 2007.

**WEYERHAEUSER COMPANY**

By: /s/ Claire S. Grace  
Claire S. Grace  
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities indicated below on the 1st day of March, 2007.

| <b>Signature</b>                    | <b>Title</b>  |
|-------------------------------------|---|
| *<br>Steven R. Rogel                | President,<br>Chief Executive Officer and Director<br><br>(Principal Executive Officer) |
| Richard J. Taggart                  | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer)   |
| Jeanne Hillman                      | Vice President and Chief Accounting Officer (Principal Accounting Officer)              |
| Debra A. Cafaro                     | Director  |
| *<br>Richard F. Haskayne            | Director  |
| *<br>Martha R. Ingram               | Director  |
| *<br>John I. Kieckhefer             | Director  |
| *<br>Arnold G. Langbo               | Director  |
| *<br>Rt. Hon. Donald F. Mazankowski | Director  |
| Nicole W. Piasecki                  | Director  |

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\*  
Richard H. Sinkfield

Director

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|                        |          |
|------------------------|----------|
| D. Michael Steuert     | Director |
| *<br>James N. Sullivan | Director |
| Kim Williams           | Director |
| Charles R. Williamson  | Director |

\*By: /s/ Claire S. Grace  
Claire S. Grace  
Attorney-in-Fact

**PLAN SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plans named below) have duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Federal Way, State of Washington, on March 1, 2007.

WEYERHAEUSER COMPANY PERFORMANCE SHARE PLAN

WEYERHAEUSER COMPANY 401(k) PLAN

**WEYERHAEUSER COMPANY**

By: /s/ Teri K. Wisness  
Teri K. Wisness  
Director of Employee Benefits