

PIASECKI NICOLE WEYERHAEUSER
Form 4
May 22, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PIASECKI NICOLE WEYERHAEUSER

(Last) (First) (Middle)

2000 WELLS FARGO PLACE, 30 EAST 7TH STREET

(Street)

SAINT PAUL, MN 55101-4930

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WEYERHAEUSER CO [WY]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	05/18/2018		A		3,850 (1)	A	\$ 0
Common	05/19/2018		F		84 (3)	D	\$ 36.45
Common					784	I	Shares held by my spouse.

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

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIASECKI NICOLE WEYERHAEUSER 2000 WELLS FARGO PLACE 30 EAST 7TH STREET SAINT PAUL, MN 55101-4930	X			

Signatures

Nicole W.
Piasecki 05/22/2018

**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) These shares were granted pursuant to a restricted stock unit award that vests 100% after one year after the grant date. These shares (rounded down to the nearest whole share) represent the equity portion of the annual retainer fee in the amount of \$140,000.00, with the number of restricted stock units determined by dividing the dollar amount of the fee by \$36.355 (the average of the high (\$36.48) and low (\$36.23) price of the issuer's common stock on the date of the grant.
 - (2) Reported holdings include shares acquired since the Reporting Person's last filing on Form 4 from dividend reinvestment transactions exempt from Section 16 of the Securities Exchange Act of 1934, as amended.
 - (3) These shares are being withheld to cover taxes for a restricted stock unit vesting.

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.