

WILLAMETTE INDUSTRIES INC  
Form SC TO-T/A  
March 26, 2001

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE TO

(Amendment No. 24)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

WILLAMETTE INDUSTRIES, INC.  
(Name of Subject Company (Issuer))

COMPANY HOLDINGS, INC.  
WEYERHAEUSER COMPANY  
(Names of Filing Persons -- Offerors)

COMMON STOCK, PAR VALUE \$0.50 PER SHARE  
(Title of Class of Securities)

969133107  
(CUSIP Number of Class of Securities)

Robert A. Dowdy, Esq.  
Weyerhaeuser Company  
Federal Way, Washington 98063  
Telephone: (253) 924-2345

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Persons)

Copy to:

Richard Hall, Esq.  
Cravath, Swaine & Moore  
825 Eighth Avenue  
New York, New York 10019  
Telephone: (212) 474-1000

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SCHEDULE TO

This Statement amends and supplements the Tender Offer Statement on  
Schedule TO filed with the Securities and Exchange Commission on November 29,  
2000 (as previously amended, the "Schedule TO"), relating to the offer by

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Company Holdings, Inc., a Washington corporation (the "Purchaser") and a wholly owned subsidiary of Weyerhaeuser Company, a Washington corporation ("Weyerhaeuser" or "Parent"), to purchase (1) all outstanding shares ("Shares") of common stock, par value \$0.50 per share, of Willamette Industries, Inc., an Oregon corporation ("Willamette" or the "Company"), and (2) unless and until validly redeemed by the Board of Directors of the Company, the related rights to purchase shares of Series B Junior Participating Preferred Stock, \$0.50 par value per share, of the Company (the "Rights") issued pursuant to the Rights Agreement, dated as of February 25, 2000 by and between the Company and ChaseMellon Shareholder Services L.L.C., as Rights Agent, at a price of \$48.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase"), dated November 29, 2000, and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement.

Capitalized terms used herein and not defined herein have the respective meanings assigned such terms in the Offer to Purchase and the Schedule TO.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

On March 23, 2001, Weyerhaeuser and the Purchaser filed a supplement to the Definitive 2001 Annual Meeting Proxy Statement (the "Proxy Statement Supplement") with the Commission in connection with the solicitation of proxies from the shareholders of Willamette with respect to Willamette's 2001 annual meeting of shareholders. The Proxy Statement Supplement is filed herewith as Exhibit (a) (5) (T).

ITEM 12. EXHIBITS.

(a) (5) (T) Proxy Statement Supplement to the Definitive Proxy Statement in respect of Willamette Industries, Inc. filed by Weyerhaeuser Company and Company Holdings, Inc. on March 23, 2001.

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SIGNATURES

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

COMPANY HOLDINGS, INC.,

by

/s/ STEVEN R. ROGEL

-----  
Name: Steven R. Rogel  
Title: President

WEYERHAEUSER COMPANY,

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by

/s/ STEVEN R. ROGEL

-----  
Name: Steven R. Rogel  
Title: President and Chief  
Executive Officer

Dated: March 26, 2001

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EXHIBIT INDEX

Exhibit No. -----	Description -----
(a) (5) (T)	Proxy Statement Supplement to the Definitive Proxy Statement in respect of Willamette Industries, Inc. filed by Weyerhaeuser Company and Company Holdings, Inc. on March 23, 2001 (incorporated by reference to the Proxy Statement Supplement to the Definitive Proxy Statement in respect of Willamette Industries, Inc. filed by Weyerhaeuser Company and Company Holdings, Inc. on March 23, 2001).