

WEYERHAEUSER CO  
Form 8-K  
February 19, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
February 12, 2014  
(Date of earliest event report)

WEYERHAEUSER COMPANY  
(Exact name of registrant as specified in charter)

Washington (State or other jurisdiction of incorporation or organization) Federal Way, Washington 98063-9777 (Address of principal executive offices) (zip code)	1-4825 (Commission File Number)	91-0470860 (IRS Employer Identification Number)
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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:

- .. 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The Compensation Committee of the Weyerhaeuser Company (the “Company”) Board of Directors approved an amendment to the Company’s Annual Incentive Plan (“AIP”) to (i) reflect changes to the Company’s business structure, (ii) confirm that the Company’s clawback policy is applicable to awards under the AIP, and (iii) make various clarifying and conforming changes. A copy of the AIP, as amended and restated, is filed as Exhibit 10.1 hereto and incorporated herein by reference. This summary does not purport to be complete and is subject to and qualified in its entirety by reference to the full text of the AIP.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following item is filed as an exhibit to this report:

10.1 Weyerhaeuser Company Annual Incentive Plan for Salaried Employees

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**SIGNATURES**

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: Vice President and Chief Accounting Officer

Date: February 19, 2014