

WEYERHAEUSER CO
Form 8-K
August 30, 2010
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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

August 30, 2010

(Date of earliest event report)

WEYERHAEUSER COMPANY

(Exact name of registrant as specified in charter)

Washington
(State or other jurisdiction of)

1-4825
(Commission)

91-0470860
(IRS Employer)

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(Incorporation or organization)

(File Number)

(Identification Number)

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:

- .. 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 8.01. OTHER EVENTS

On August 30, 2010, Claire S. Grace, Vice President, Corporate Secretary and Assistant General Counsel of Weyerhaeuser Company (the Company) issued an opinion regarding the legality of up to \$5.04 billion worth of the Company s common shares (Common Shares) registered under the Prospectus Supplement dated July 13, 2010 (Prospectus Supplement) filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and the issuance of the Common Shares in connection with the distribution of the special dividend described in the Prospectus Supplement.

The legal opinion is attached hereto as an exhibit.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

5.1 Legal opinion of Claire S. Grace, Vice President, Corporate Secretary and Assistant General Counsel

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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 Hillman
Its: Vice President and

Chief Accounting Officer

Date: August 30, 2010