

WEYERHAEUSER CO

Form 8-K

July 15, 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**

**July 11, 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)  
Federal Way, Washington 98063-9777

Identification Number)

(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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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C., 20549

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On July 11, 2010, the Board of Directors authorized the Company to file amendments to the Weyerhaeuser Company's Articles of Incorporation previously approved by the Company's shareholders. The amendments increase the authorized common stock to 1,360,000,000 shares and include ownership restrictions as a new Article XII. The Restated Articles of Incorporation are attached as an exhibit.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

3.1 The Company's Amended and Restated Articles of Incorporation

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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 Hillman  
Its:                    Vice President and  
                         Chief Accounting Officer

Date: July 14, 2010