C H ROBINSON WORLDWIDE INC
Form 4
February 04, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Freeman Angela K.

(Last) (First) (Middle)

14701 CHARLSON ROAD

(Street)

EDEN PRAIRIE, MN 55437

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
C H ROBINSON WORLDWIDE INC [CHRW]

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2016		A		3,484 (1)	A	$ 0	34,005	D	
Common Stock	02/03/2016		F		4,810	D	$ 64.77	29,195 (2)	D	

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (3)	$ 68.81	02/02/2016		A		2,218		02/02/2016	12/07/2021	Common Stock	2,218
Option (right to buy) (4)	$ 61.91	02/02/2016		A		3,298		02/02/2016	12/05/2022	Common Stock	3,298
Option (right to buy) (5)	$ 58.25	02/02/2016		A		5,285		02/02/2016	12/04/2023	Common Stock	5,285
Option (right to buy) (6)	$ 74.57	02/02/2016		A		5,128		02/02/2016	12/03/2024	Common Stock	5,128
Option (right to buy)	$ 63.58	12/02/2015		A		24,500		(7)	12/02/2025	Common Stock	24,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeman Angela K. 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55437			VP, Human Resources	

Signatures

/s/ Troy Renner, Attorney-in-Fact	02/04/2016
**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) Represents performance-based restricted stock units that vested on February 2, 2016 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled in an equal number of shares at specified future dates.

(2) Included in this amount are 22,009 shares of Issuer common stock issuable in settlement of an equal number of deferred shares and vested performance restricted stock units that have been credited to the reporting person's NQDC Plan account, and 7,186 shares held directly by the reporting person.

(3) Performance-based stock option granted 12/7/11 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

(4) Performance-based stock option granted 12/5/12 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

(5) Performance-based stock option granted 12/4/13 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

(6) Performance-based stock option granted 12/3/14 that vests, becomes exercisable and reportable as and to the extent applicable performance conditions are satisfied.

(7) Time-based stock option granted December 2, 2015 vests as to 20% of the shares subject to the option on December 31 in each of the years 2016-2020.

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. :10pt;">190

$
67

$
440

$
321

$
119

Land
10

105

(95
)

21

108

(87
)
Other
—

1

(1
)

2

4

(2
)
Total
$
267

$
296

$
(29
)

$
463

$
433

$
30

Net contribution to earnings
$
14

$

15

$
(1
)

$
14

$
7

$
7

Here is a comparison of key statistics related to our single-family operations for the quarters and year-to-date periods ended June 30, 2013 and 2012:

SUMMARY OF SINGLE-FAMILY STATISTICS

	QUARTER ENDED		AMOUNT OF CHANGE	YEAR-TO-DATE ENDED		AMOUNT OF CHANGE
	JUNE 2013	JUNE 2012	2013 VS. 2012	JUNE 2013	JUNE 2012	2013 VS. 2012
Homes sold	943	764	179	1,763	1,461	302
Homes closed	636	508	128	1,099	857	242
Homes sold but not closed (backlog)	1,438	1,033	405	1,438	1,033	405
Cancellation rate	14.6 %	15.4 %	(0.8)%	13.5 %	12.9 %	0.6 %
Traffic	20,080	17,677	2,403	37,844	31,949	5,895
Average price of homes closed (in thousands)	$405	$374	$ 31	$400	$375	$ 25
Single-family gross margin(1)	21.6 %	19.3 %	2.3 %	20.7 %	18.4 %	2.3 %

(1) Single-family gross margin equals revenue less cost of sales and period costs.

Comparing Second Quarter 2013 with Second Quarter 2012

Net sales

Net sales decreased $29 million – 10 percent – primarily due to a decrease of $95 million in revenue from land and lot sales. 2012 included the sale of a 3,200-acre master planned community in Houston, Texas. Land and lot sales are a routine part of our land development business but they do not occur evenly from period to period.

This was partially offset by an increase of $67 million in revenue from single-family home sales. Home closing increased 25 percent from 508 in 2012 to 636 in 2013, with increased closings across all markets. The average price of homes closed increased 8 percent from $374,000 in 2012 to $405,000 in 2013, due to both increasing prices across our markets and changes in mix.

Net contribution to earnings

Net contribution to earnings decreased $1 million, primarily due to the offsetting effects of:

- A $19 million increase in earnings from single-family home sales. In addition to the higher volume and higher average revenues, single-family gross margins improved to 21.6 percent in 2013 compared to 19.3 percent in

2012 due to a change in mix. Changes in mix reflect changes in product lines (entry-level homes versus move-

29

up products), changes in specific communities that are open from period to period, and changes in geographic markets where the closing occur.

- Earnings from land and lot sales decreased $10 million.
- Selling, general and administrative expenses increased $8 million, including volume-related increases in selling costs and additional costs associated with new community openings.

Comparing Year-to-Date 2013 with Year-to-Date 2012

Net sales

Net sales increased $30 million – 7 percent – primarily due to an increase of $119 million in revenue from single-family home sales. Home closings increased 28 percent from 857 in 2012 to 1,099 in 2013. The average price of homes closed increased 7 percent from $375,000 in 2012 to $400,000 in 2013, due to both increasing prices across our markets and changes in mix.

This was partially offset by a decrease of $87 million in revenue from land and lot sales. 2012 included the sale of a 3,200-acre master planned community in Houston, Texas.

Net contribution to earnings

Net contribution to earnings increased $7 million primarily due to a $32 million increase in earnings from single-family home sales. In addition to the higher volume and higher average revenues, single-family gross margins improved to 20.7 percent in 2013 compared to 18.4 percent in 2012 due to a change in mix.

This improvement was partially offset by:

- $11 million decrease in earnings from land and lot sales;
- $12 million increase in selling, general and administrative expenses, including volume-related increases in selling costs and additional costs associated with new community openings.

UNALLOCATED ITEMS

Unallocated Items are gains or charges not related to or allocated to an individual operating segment. They include a portion of items such as: share-based compensation, pension and postretirement costs, foreign exchange transaction gains and losses associated with financing and the elimination of intersegment profit in inventory and the LIFO reserve.

NET CONTRIBUTION TO EARNINGS – UNALLOCATED ITEMS

	QUARTER ENDED		AMOUNT OF CHANGE	YEAR-TO-DATE ENDED		AMOUNT OF CHANGE
DOLLAR AMOUNTS IN MILLIONS	JUNE 2013	JUNE 2012	2013 VS. 2012	JUNE 2013	JUNE 2012	2013 VS. 2012
Unallocated corporate function expense	$(3)	$(3)	$ —	$(6)	$(9)	$ 3
Unallocated share-based compensation	5	(1)	6	(2)	(6)	4
Unallocated pension and postretirement costs	(12)	(7)	(5)	(22)	(14)	(8)
Foreign exchange gains (losses)	(4)	(8)	4	(8)	(2)	(6)
Elimination of intersegment profit in inventory and LIFO	8	(2)	10	(16)	(14)	(2)
Other	(4)	35	(39)	(11)	65	(76)
Operating income (loss)	(10)	14	(24)	(65)	20	(85)
Interest income and other	10	9	1	19	19	—
Net contribution to earnings	$—	$23	$ (23)	$(46)	$39	$ (85)

Unallocated Items included recognized gains of $51 million during second quarter 2012 and $103 million during first half 2012 related to a previously announced postretirement plan amendment.

30

INTEREST EXPENSE

Our net interest expense incurred was:

- $81 million during second quarter 2013 and $163 million during year-to-date 2013 and
- $86 million during second quarter 2012 and $173 million during year-to-date 2012.

Interest expense incurred decreased primarily due to lower interest on a lower level of debt.

INCOME TAXES

As a REIT, we generally are not subject to corporate level tax on income of the REIT that is distributed to shareholders. We will, however, be subject to corporate taxes on built-in-gains (the excess of fair market value over tax basis at January 1, 2010) on sales of real property (other than standing timber) held by the REIT during the first 10 years following the REIT conversion. We also will continue to be required to pay federal corporate income taxes on earnings of our TRS, which principally includes our manufacturing businesses, our real estate development business and the portion of our Timberlands segment income included in the TRS.

The 2013 provision for income taxes is based on the current estimate of the annual effective tax rate. Our 2013 estimated annual effective tax rate for our TRS is 32.0 percent, which is lower than the statutory federal tax rate primarily due to permanent tax deductions and lower foreign tax rates applicable to foreign earnings.

There were no significant discrete items excluded from the calculation of our effective income tax rate for 2013. 2012 items include:

DOLLAR AMOUNTS IN MILLIONS		
First Quarter 2012:		
Income taxes on postretirement plan amendment discussed in Note 5	$(18	)
State income tax settlements	$8	
Second Quarter 2012:		
Income taxes on postretirement plan amendment discussed in Note 5	$(18	)
Income tax settlements	$(3	)

It is reasonably possible that up to $160 million in unrecognized tax benefits, primarily related to alternative fuel mixture credits, may be recognized within the next 12 months when tax examinations are expected to be completed.

LIQUIDITY AND CAPITAL RESOURCES

We are committed to maintaining a sound and conservative capital structure that enables us to:

- protect the interests of our shareholders and lenders and
- have access at all times to all major financial markets.

Two important elements of our policy governing capital structure include:

- viewing the capital structure of Forest Products separately from that of Real Estate given the very different nature of their assets and business activity and
- minimizing liquidity risk by managing timing of debt maturities.

The amount of debt and equity for Forest Products and Real Estate will reflect the following:

- basic earnings capacity and
- liquidity characteristics of their respective assets.

31

CASH FROM OPERATIONS

Consolidated net cash provided by our operations was:

- $313 million in 2013 and
- $207 million in 2012.

Comparing 2013 with 2012

Net cash from operations increased $106 million in 2013 as compared with 2012, primarily due to a $708 million increase in cash received from customers partially offset by a $592 million increase in cash paid to employees, suppliers and others as sales and production increased in our Wood Products, Timberlands and Real Estate segments. Receivables, primarily in our Wood Products segment, increased significantly in 2013 compared to 2012 as sales increased.

Expected Pension Contributions and Benefit Payments

We expect to make approximately $79 million of required contributions to our Canadian registered and nonregistered pension plans in 2013. The decrease in the expectation was the result of the company electing to apply for Alberta Funding Relief effective December 31, 2012, for the plans registered in that province.

We also expect that in 2013 we will:

- make benefit payments of $19 million on behalf of our U.S. nonqualified pension plans and
- make benefit payments of $37 million on behalf of our U.S. and Canadian other postretirement plans.

We do not anticipate making a contribution to our U.S. qualified pension plan for 2013.

CASH FROM INVESTING ACTIVITIES

Consolidated net cash used by investing activities was:

- $71 million in 2013 and
- $115 million in 2012.

Summary of Capital Spending by Business Segment

	YEAR-TO-DATE ENDED	
DOLLAR AMOUNTS IN MILLIONS	JUNE 2013	JUNE 2012
Timberlands	$36	$27
Wood Products	26	21
Cellulose Fibers	34	89
Real Estate	4	1
Unallocated Items	3	1
Total	$103	$139

We anticipate that our net capital expenditures for 2013 – excluding acquisitions – will be up to $300 million.

Variable Interest Entities

In second quarter 2013, we repaid a $162 million note and received $184 million related to one of our timber monetization special-purpose entities (SPEs) undertaken in 2003. Net proceeds were $22 million. More information about these entities, which were formed in connection with the sale of nonstrategic timberlands in 2003, can be found in our annual reports on Form 10-K for 2012 and 2003.

32

CASH FROM FINANCING ACTIVITIES

Consolidated net cash provided by (used in) financing activities was:

- $1,222 million in 2013 and
- $(184) million in 2012.

Longview Timber Purchase

In order to finance our purchase of Longview Timber, see Note 14: Longview Timber Purchase, we issued the following:

- 29 million common shares on June 18, 2013, at the price of $27.75 per share for net proceeds of $781 million; and
- 13.8 million of our 6.375 percent Mandatory Convertible Preference Shares, Series A, par value $1.00 and liquidation preference of $50.00 per share on June 18, 2013, for net proceeds of $669 million.

Subsequent to quarter end, we issued 4.4 million common shares on July 2, 2013, at the price of $27.75 per share for net proceeds of $117 million, in connection with the exercise of an overallotment option.

We paid $11 million in fees related to a bridge loan in second quarter 2013. As of the close of the Longview Timber purchase, we never used the loan and these fees will be expensed in third quarter 2013. We expect to obtain an additional $1.1 billion in debt financing in third quarter 2013 to repay existing indebtedness assumed as part of the Longview Timber acquisition.

Debt

We repaid debt of:

- $177 million in year-to-date 2013 and
- $6 million in year-to-date 2012.

Excluding the assumption of Longview Timber indebtedness, debt maturities in the next 12 months are:

- $163 million in third quarter 2013 and
- $69 million in fourth quarter 2013.

There are no maturities in first or second quarter 2014.

Revolving credit facility

Weyerhaeuser Company and Weyerhaeuser Real Estate Company (WRECO) have a $1.0 billion 4-year revolving credit facility that expires in June 2015. WRECO can borrow up to $50 million under this facility. Neither of the entities is a guarantor of the borrowing of the other under this credit facility.

There were no net proceeds from the issuance of debt or from borrowings (repayments) under our available credit facility in year-to-date 2013 or 2012.

As of June 30, 2013 Weyerhaeuser Company and WRECO:

- had no borrowings outstanding under the credit facility and
- were in compliance with the credit facility covenants.

Credit Ratings

On April 22, 2013, Moody's Investors Service upgraded our senior unsecured note rating to Baa3 from Ba1 and changed their outlook to stable.

Option Exercises
We received cash proceeds from the exercise of stock options of:
•$132 million in 2013 and
•$7 million in 2012.
The increase in exercises of stock options is primarily due to the increase in our average stock price. In year-to-date 2013, our average stock price was $30.29, a 47 percent increase, compared to $20.58 during year-to-date 2012.

Paying dividends and repurchasing stock
We paid dividends to common shareholders of:
•$202 million in 2013 and
•$161 million in 2012.
The increase in dividends paid is primarily due to the increase in our quarterly dividend from 15 cents per share to 17 cents per share in November 2012 and to 20 cents per share in April 2013, a 33 percent increase in our quarterly dividend.
In conjunction with the acquisition of Longview Timber and subject to Board approval, we intend to increase our quarterly dividend from 20 cents per share to 22 cents per share beginning with the third quarter dividend payable in September.

CRITICAL ACCOUNTING POLICIES
There have been no significant changes during year-to-date 2013 to our critical accounting policies presented in our 2012 Annual Report on Form 10-K.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
No changes occurred during year-to-date 2013 that had a material effect on the information relating to quantitative and qualitative disclosures about market risk that was provided in the company’s Annual Report on Form 10-K for the year ended December 31, 2012.

CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES
Disclosure controls are controls and other procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure. The company’s principal executive officer and principal financial officer have concluded that the company’s disclosure controls and procedures were effective as of June 30, 2013, based on an evaluation of the company’s disclosure controls and procedures as of that date.

CHANGES IN INTERNAL CONTROLS
No changes occurred in the company’s internal control over financial reporting during year-to-date 2013 that have materially affected, or are reasonably likely to materially affect, the company’s internal control over financial reporting.

LEGAL PROCEEDINGS

Refer to “Notes to Consolidated Financial Statements – Note 9: Legal Proceedings, Commitments and Contingencies.”

RISK FACTORS

A discussion of our risk factors can be found in our 2012 Annual Report on Form 10-K. The information included below, including additional risks relating to the recent acquisition (the “Acquisition”) of Longview Timber LLC (“Longview Timber”) and the recent issuance of mandatory convertible preference shares, amends, updates and should be read in conjunction with the risk factors disclosed in our 2012 Annual Report on Form 10-K.

We may fail to realize the full benefits anticipated as a result of the acquisition of Longview Timber LLC.

There are a number of risks and uncertainties relating to the Acquisition. The success of the Acquisition will depend, in part, on our ability to realize the anticipated business opportunities and growth prospects from combining our businesses with those of Longview Timber. We may not fully realize these business opportunities and growth prospects. Integrating operations may require significant efforts and expenditures on the part of both us and Longview Timber. Our management might have its attention diverted while trying to integrate operations and corporate and administrative infrastructures and the cost of integration may exceed our expectations. We may also be required to make unanticipated capital expenditures or investments in order to maintain, improve or sustain Longview Timber's operations or assets or take write-offs or impairment charges or recognize amortization expenses resulting from the Acquisition and may be subject to unanticipated or unknown liabilities relating to Longview and its business. We might experience increased competition that limits our ability to expand our business, and we might not be able to capitalize on expected business opportunities, including retaining current customers. If any of these factors limit our ability to integrate the businesses successfully or on a timely basis, the expectations of future results of operations following the Acquisition might not be met.

One of Longview Timber's subsidiaries has elected to be taxed as a REIT for Federal income tax purposes and if this subsidiary fails to qualify as a REIT, it could result in the loss of our REIT status.

One of Longview Timber's subsidiaries that we acquired in the Acquisition has elected to be taxed as a REIT for Federal income tax purposes. If this subsidiary failed to meet the applicable requirements for qualification as a REIT or fails to meet those qualifications at any time in the future, such failure could jeopardize our qualification as a REIT. Such loss of status would have the effects described in the risk factor entitled "REIT Status and Tax implications" disclosed in our 2012 Annual Report on Form 10-K.

We have incurred transaction and acquisition-related costs in connection with the acquisition of Longview Timber LLC and we expect to incur additional acquisition-related and integration costs in the future, which future costs may be significant.

We have incurred transaction and acquisition-related costs in connection with the acquisition,which will affect our results of operations in the periods in which such charges are recorded or our cash flow in the period in which any related costs are actually paid. We also expect to incur additional acquisition-related and integration costs in the future. These acquisition-related and integration costs could be significant and thereby materially adversely affect our results of operations in the period in which such charges are recorded, or our cash flow in the period in which any related costs are actually paid.

Our Common Shares will rank junior to the recently issued mandatory convertible preference shares with respect to dividends and amounts payable in the event of our liquidation.

Our common shares will rank junior to the recently issued mandatory convertible preference shares with respect to the payment of dividends and amounts payable in the event of our liquidation, dissolution or winding-up. This means that, unless full cumulative dividends have been paid or set aside for payment on all outstanding mandatory convertible preference shares for all past dividend periods and the then current dividend period, no dividends may be declared or paid on our common shares. Likewise, in the event of our voluntary or involuntary liquidation, dissolution or winding-up, no distribution of our assets may be made to holders of our common shares until we have paid to holders of the mandatory convertible preference shares a liquidation preference equal to $50.00 per share plus accrued and unpaid dividends.

35

Certain provisions in the mandatory convertible preference shares could delay or prevent an otherwise beneficial takeover or takeover attempt of us and, therefore, the ability of holders to exercise their rights associated with a potential fundamental change.

Certain provisions in the recently issued mandatory convertible preference shares could make it more difficult or more expensive for a third party to acquire us. For example, if a fundamental change were to occur on or prior to July 1, 2016, holders of the mandatory convertible preference shares may have the right to convert their mandatory convertible preference shares, in whole or in part, at an increased conversion rate and will also be entitled to receive a fundamental change dividend make-whole amount equal to the present value of all remaining dividend payments on their mandatory convertible preference shares. These features of the mandatory convertible preference shares could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management.

The amount of our indebtedness could adversely affect our business.

The assumption of approximately $1.07 billion of Longview Timber's outstanding indebtedness in connection with the Acquisition, the anticipated incurrence of $1.1 billion in new borrowings to repay Longview Timber's outstanding indebtedness, as well as the issuance of the mandatory convertible preference shares will increase our annual cash obligations. If we are unable to generate sufficient cash to repay or to refinance our debt as it comes due or to pay cash dividends on our mandatory convertible preference shares, this would have a material adverse effect on our business and the market price of our common shares, our mandatory convertible preference shares and our debt securities. We also have the ability to incur a substantial amount of additional indebtedness, including under our $1.0 billion bank credit facility. As a result, Weyerhaeuser Company and its subsidiaries could, in the future, incur indebtedness and enter into transactions that could negatively affect the market value of our common shares, our mandatory convertible preference shares and our debt securities.

36

EXHIBITS

2.1	Stock Purchase Agreement, dated as of June 14, 2013, by and among Longview Timber Holdings, Corp., the security holders listed on the signature pages thereto, Weyerhaeuser Columbia Holding Co., LLC and Weyerhaeuser Company (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission June 17, 2013 — Commission File Number 1-04825)
3.1	Articles of Incorporation (incorporated by reference to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission May 6, 2011 — Commission File Number 1-4825) as amended by Articles of Amendment to Articles of Incorporation of Weyerhaeuser Company (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission June 17, 2013 — Commission File Number 001-04825)
10.1	Employment Agreement, dated June 17, 2013, by and between Weyerhaeuser Company and Doyle R. Simons (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission June 17, 2013 — Commission File Number 1-04825)
10.2	Weyerhaeuser Company Annual Incentive Plan (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-04825)
10.3	Form of Weyerhaeuser Company 2013 Long-Term Incentive Plan Stock Option Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-04825)
10.4	Form of Weyerhaeuser Company 2013 Long-Term Incentive Plan Restricted Stock Units Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-04825)
10.5	Form of Weyerhaeuser Company 2013 Long-Term Incentive Plan Performance Share Units Terms and Conditions (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission April 16, 2013 — Commission File Number 1-04825)
10.6	Weyerhaeuser Company 2013 Long Term Incentive Plan (incorporated by reference to Current Report on Form 8-K filed with the Securities and Exchange Commission February 19, 2013 — Commission File Number 1-04825)
12	Statements regarding computation of ratios
31	Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
32	Certification pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)

100.INS	XBRL Instance Document
100.SCH	XBRL Taxonomy Extension Schema Document
100.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
100.DEF	XBRL Taxonomy Extension Definition Linkbase Document
100.LAB	XBRL Taxonomy Extension Label Linkbase Document
100.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Signature

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 thereunto duly authorized.

WEYERHAEUSER COMPANY
Date: July 31, 2013

By: /s/ JERALD W. RICHARDS
Jerald W. Richards
Chief Accounting Officer

37