

RAYONIER INC  
Form 4  
January 24, 2003  
SEC Form 4

<p align="center"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>OGrady, John P.</b></p> <hr/> <p>(Last) (First) (Middle) <b>50 North Laura Street</b> <b>19th Floor</b></p> <hr/> <p>(Street) <b>Jacksonville, FL 32202-664</b></p> <hr/> <p>(City) (State) (Zip) <b>U.S.</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Rayonier Inc. RYN</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other <b>Senior Vice President, Administration</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p align="center"><b>January 23, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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/D   Price			
<b>Common Shares</b>	<b>01/23/2003</b>		<b>M (1)  </b>	<b>18000.00   A</b> 		<b>D</b>	
<b>Common Shares</b>	<b>01/23/2003</b>		<b>F  </b>	<b>8000.00   D</b>   <b>\$43.2200</b>	<b>38278.12</b>	<b>D</b>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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. (over)  
SEC 1474 (9-02)

**OGrady, John P. - January 23, 2003**

**Form 4 (continued)**

<p align="center"><b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> (e.g., puts, calls, warrants, options, convertible securities)</p>
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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 and Voluntary Code (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Owners (Instr.4)
<b>2000 Performance Shares</b>		<b>01/23/2003</b>		<b>M I</b>	<b>(D) 12,000.00</b>	_____ (DE)   (ED)	<b>Common Shares - 12,000.00</b>		<b>0.00</b>	<b>D</b>	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: W. Edwin Frazier, III,**  
**Attorney-in-Fact**

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\*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Power of Attorney**

Page 2

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.

**OGrady, John P. - January 23, 2003**

**Form 4 (continued)**

<p><b>FOOTNOTE Descriptions for Rayonier Inc. RYN</b></p> <p align="right">Form 4 - January 2003</p> <p><b>John P. OGrady</b> <b>50 North Laura Street</b> <b>19th Floor</b> <b>Jacksonville, FL 32202-664</b></p> <hr/> <p><b>Explanation of responses:</b></p> <p><b>(1) Performance Shares were paid in Rayonier Inc. Common Shares in an amount equal to 150% of the 2000 Performance Shares awarded based upon Rayonier Inc.'s total shareholder return performance from January 1, 2000 to December 31, 2002.</b></p>
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Page 3