

RAYONIER INC  
Form 4/A  
February 25, 2005

**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 \*  
**BOYNTON PAUL G**

(Last) (First) (Middle)  
**50 NORTH LAURA STREET, 19TH FLOOR**  
(Street)

**JACKSONVILLE, FL 32202**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**RAYONIER INC [RYN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/10/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/12/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SR VP, Performance Fibers**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |
| Common Shares                   | 01/11/2005                           |  | A                              |   | 13,353<br>(1)   | A  | \$ 0 30,831 D                              |
| Common Shares                   | 01/11/2005                           |  | F                              |   | 5,477<br>(2)  | D  | \$ 46.19 25,354 D                          |
| Common Shares                   |                                      |  |                                |   |   | I  | 2,544.77 In Trust (3)                      |

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**

SEC 1474 (9-02)

number.

**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 |
| Employee Stock Options                     | \$ 48.4  | 01/10/2005                           |  | A                              | 20,000  | (4)  | 01/03/2015  | Common Shares | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| BOYNTON PAUL G<br>50 NORTH LAURA STREET<br>19TH FLOOR<br>JACKSONVILLE, FL 32202 |               |           | SR VP,<br>Performance<br>Fibers |       |

## Signatures

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

02/25/2005

\*\*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) Paid pursuant to 2002 Contingent Performance Share award.

Due to an administrative error, the number of shares to be withheld from Mr. Boynton's January 11, 2005 contingent performance share payment were miscalculated due to the omission of payment for state income taxes. The additional shares withheld cover such state income taxes.

(3) Shares are held in the Rayonier Investment and Savings Plan for this person's account.

(4) Vests in one-third installments annually commencing 1/3/06.

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.