

WEYERHAEUSER CO
Form DEF 14A
April 06, 2016
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SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

WEYERHAEUSER COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a(6)(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

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 - .. Fee paid previously with preliminary materials.

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

Notes:

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**NOTICE OF THE 2016
ANNUAL MEETING
AND PROXY STATEMENT**

WEYERHAEUSER COMPANY

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DEAR SHAREHOLDER:

We are pleased to invite you to attend your company's annual meeting of shareholders at 9:00 a.m. on Friday, May 20, 2016 at the Grand Hyatt Seattle, 721 Pine Street, Seattle, WA 98101. A map and directions to the meeting are provided on the back cover of the accompanying proxy statement.

The annual meeting will include a report on our operations and consideration of the matters set forth in the accompanying notice of annual meeting and proxy statement. All shareholders of record as of March 24, 2016 are entitled to vote.

To reduce annual meeting costs and conserve resources, we are electronically disseminating annual meeting materials to a majority of our shareholders as permitted under the rules of the U.S. Securities and Exchange Commission. These shareholders will receive a Notice Regarding the Availability of Proxy Materials (Notice) instead of a paper copy of the proxy materials. The Notice contains instructions on how to:

- electronically access our proxy statement for our 2016 annual meeting and our 2015 Annual Report to Shareholders and Form 10-K;
- vote via the internet, by telephone or by mail; and
- receive a paper copy of our proxy materials by mail, if desired.

We first mailed the Notice to the majority of our shareholders on April 6, 2016. The Notice will serve as an admission ticket to the 2016 annual meeting of shareholders.

On April 6, 2016, we also first mailed the proxy statement and a proxy card to certain shareholders. If you receive a paper copy of the proxy materials in the mail, the proxy statement includes an admission ticket to the annual meeting of shareholders.

Your vote is important. Whether or not you plan to attend the annual meeting in person, we urge you to please vote as soon as possible. You can vote over the internet, by telephone or by mailing back a proxy card.

Sincerely,

Rick R. Holley
Chairman of the Board

Doyle R. Simons
President and CEO

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NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

Meeting Date: May 20, 2016
Meeting Time: 9:00 a.m. (Pacific)
Meeting Location: Grand Hyatt Seattle

721 Pine Street

Seattle, WA 98101

Record Date: March 24, 2016

Agenda

Weyerhaeuser Company's annual meeting of shareholders will be held May 20, 2016 to:

elect as directors the 13 nominees named in the accompanying proxy statement;
approve, on an advisory basis, the compensation of our named executive officers;
ratify the selection of KPMG LLP as the company's independent registered public accounting firm for 2016; and
transact any other business that may be properly brought before the annual meeting.

Admission

All common shareholders are invited to attend the annual meeting. **You will need an admission ticket or proof of ownership of Weyerhaeuser common stock, as well as a form of personal photo identification, to be admitted. Your admission ticket is either the Notice Regarding the Availability of Proxy Materials or, if you received a paper copy of the proxy materials, the admission ticket that was included with the proxy materials.** Seating will be limited and on a first come basis. Please refer to "Information About the Meeting" on page 6 of the proxy statement for more information about attending the meeting.

Voting

Your vote is important. Shareholders owning Weyerhaeuser common stock at the close of business on March 24, 2016, the record date, or their legal proxy holders, are entitled to vote at the annual meeting. Whether or not you expect to attend the annual meeting in person, we urge you to vote as soon as possible by one of these methods:

via the internet: go to www.envisionreports.com/WY,
by toll-free telephone: call 1-800-652-VOTE (8683), or
if you received a paper copy of the proxy materials, by mail: mark, sign, date and return the enclosed proxy card as soon as possible in advance of the meeting to ensure that your vote is recorded.

Shareholders may also vote in person at the annual meeting. For more information on how to vote your shares, please refer to "Proxy and Voting Information" beginning on page 5 of the proxy statement.

Devin W. Stockfish

Senior Vice President, General Counsel and Corporate Secretary

Federal Way, Washington

Important Notice Regarding the Availability of Proxy Materials

for the Annual Meeting of Shareholders to be Held on May 20, 2016

This Notice of the Annual Meeting of Shareholders, our Proxy Statement and our Annual Report to Shareholders and Form 10-K are available free of charge at www.edocumentview.com/WY.

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PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider. Please read this entire proxy statement carefully before voting.

2016 ANNUAL MEETING INFORMATION (page 6)

Meeting Date: May 20, 2016
Meeting Time: 9:00 a.m. (Pacific)
Meeting Place: Grand Hyatt Seattle
 721 Pine Street
 Seattle, WA 98101

Record Date: March 24, 2016

Voting: All common shareholders of record as of March 24, 2016 may vote. Each outstanding share of common stock is entitled to one vote on each matter to be voted upon at the annual meeting.

Admission: You will need an admission ticket or proof of ownership of Weyerhaeuser common stock, as well as a form of personal photo identification, to be admitted to the annual meeting. Your admission ticket is either the Notice Regarding the Availability of Proxy Materials or, if you received a paper copy of the proxy materials, the admission ticket that was included with the proxy materials. Please refer to *Information About the Meeting* on page 6 of the proxy statement for more information about attending the meeting. A map and directions to the meeting are provided on the back cover of the proxy statement.

ADVANCE VOTING METHODS (page 6)

Even if you plan to attend the 2016 annual meeting of shareholders in person, we urge you to vote in advance of the meeting using one of these advance voting methods.

MEETING AGENDA AND VOTING RECOMMENDATIONS

The Weyerhaeuser Company board of directors is asking shareholders to vote on these matters:

Items of Business	Board Recommendation	Page Number
1. Election of the 13 directors named as nominees in the proxy statement	FOR	8
2. Approval, on an advisory basis, of the compensation of our named executive officers	FOR	58
3. Ratification of selection of independent registered public accounting firm	FOR	58

In addition to the above matters, we will transact any other business that is properly brought before the shareholders at the annual meeting.

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We have included summary information about each director nominee in the table below. Each director is elected annually by a majority of votes cast. See Nominees for Election and Board of Directors and Committee Information beginning on page 8 of the proxy statement for more information regarding our directors and our process for nominating directors.

Name	Age	Director Since	Primary Occupation	Independent	EC	AC	CC	GCRC
David P. Bozeman	47	2015	Senior Vice President, Caterpillar Inc.	ü				ü
Mark A. Emmert	63	2008	President, National Collegiate Athletic Association	ü			ü	
Rick R. Holley	64	2016	Former Chief Executive Officer of Plum Creek Timber Company, Inc.		ü			
John I. Kieckhefer	71	1990	President, Kieckhefer Associates, Inc.	ü			ü	
Sara Grootwassink Lewis	48	2016	Chief Executive Officer of Lewis Corporate Advisors, LLC	ü		ü		
John F. Morgan, Sr.	69	2016	Private Timber Investor	ü		ü		
Nicole W. Piasecki	53	2003	Vice President and General Manager, Propulsion Division, Boeing Commercial Airplanes	ü			ü	C
Marc F. Racicot	67	2016	Retired, President and CEO of the American Insurance Association and Former Governor, State of Montana	ü		ü		ü
Lawrence A. Selzer	56	2016	President and Chief Executive Officer, The Conservation Fund	ü			ü	ü
Doyle R. Simons	52	2012	President and Chief Executive Officer, Weyerhaeuser Company		ü			
D. Michael Steuert	67	2004	Retired CFO, Fluor Corporation	ü		C, FE		
Kim Williams	60	2006	Retired Partner and SVP, Wellington Management Company, LLP	ü		ü		ü
Charles R. Williamson	67	2004	Retired EVP, Chevron Corporation and CEO, Unocal Corporation	ü	C		C	

CC = Compensation Committee

GCRC = Governance and Corporate Responsibility Committee

C = Committee Chair

FE = Financial Expert

2015 BUSINESS HIGHLIGHTS (page 21)

We generated net earnings to common shareholders of \$462 million, or \$533 million before special items, on net sales of \$7.08 billion.

Our cash flows from operations totaled \$1.06 billion.

In November 2015, we entered into an Agreement and Plan of Merger with Plum Creek Timber Company, Inc. (Plum Creek) pursuant to which Plum Creek would merge with and into the Company (the Merger). On February 19, 2016 we completed the Merger. The Merger creates the world's premier timber, land and forest products company, with more than 13 million acres of productive and diverse timberland across the United States.

In November 2015, we also announced that the board of directors authorized the exploration of strategic alternatives for our Cellulose Fibers business.

We delivered on our 2015 operational excellence targets.

We increased our quarterly dividend to \$0.31 per common share, an increase of 7 percent from January 1, 2015. We have increased our dividend 5 times in 4 years, and 107% since 2011.

We returned \$663 million to shareholders through dividends.

We repurchased \$518 million of our common shares in 2015, for a total of \$721 million since August 2014.

Our five-year total shareholder return (TSR) was 85%, which was the 55th percentile compared to the TSR of the S&P 500 over the same period.

We were named to the Dow Jones Sustainability World Index for the fifth straight year.

We were named one of the World's Most Ethical Companies by the Ethisphere Institute for the fourth year in a row.

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CORPORATE GOVERNANCE HIGHLIGHTS (page 22)

Our corporate governance policies promote the long-term interests of shareholders, accountability and trust in the company. Below is a summary of some of the highlights of our corporate governance framework.

- ü Annual election of all directors
- ü Majority voting
- ü 11 of 13 directors are independent
- ü Appointed lead independent director
- ü Clawback policy
- ü Anti-hedging and anti-pledging policy
- ü Executive stock ownership guidelines
- ü Director stock ownership guidelines
- ü Regular executive sessions of independent directors
- ü Risk oversight by the board and committees
- ü Annual board and committee self-assessments
- ü No supermajority voting
- ü No shareholder rights plan
- ü Independent committee chairs and members
- ü Shareholder engagement
- ü Annual say-on-pay advisory votes

EXECUTIVE COMPENSATION HIGHLIGHTS (page 22)

Our executive compensation programs are designed to align the interests of our executive officers with those of our shareholders. We do this by targeting base pay at or slightly below the competitive median and targeting incentive pay, which is tied directly to performance, at or slightly above the competitive median.

At our 2015 annual meeting, we received more than 97% support for our executive compensation program.

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2016 PROXY STATEMENT

WEYERHAEUSER COMPANY

P.O. Box 9777

Federal Way, Washington 98063-9777

(253) 924-2345

April 6, 2016

PROXY AND VOTING INFORMATION

Weyerhaeuser Company (Weyerhaeuser or the Company) will hold its annual meeting of shareholders at the Grand Hyatt Seattle, 721 Pine Street, Seattle, WA 98101 on Friday, May 20, 2016 at 9:00 a.m. (Pacific) to consider the items on the accompanying notice of the annual meeting of shareholders. All items on the accompanying notice are more fully described in this proxy statement.

On or about April 6, 2016, we began distributing to each shareholder entitled to vote at the annual meeting either (i) a Notice Regarding the Availability of Proxy Materials with instructions on how to access electronic copies of our annual meeting materials and vote their shares or (ii) this proxy statement, a proxy card and our 2015 annual report. Shares represented by a properly executed proxy will be voted in accordance with instructions provided by the shareholder. Proxies are solicited by the board of directors of the Company.

SHAREHOLDERS ENTITLED TO VOTE AT THE ANNUAL MEETING

Only common shareholders of record at the close of business on March 24, 2016 are eligible to vote at the annual meeting. On that date, 764,092,766 common shares were outstanding. Each common share entitles the holder to one vote at the annual meeting. Holders of the Company's 6.375% Mandatory Convertible Preference Shares, Series A are not entitled to vote at the annual meeting.

VOTE REQUIRED

The presence, in person or by proxy, of holders of a majority of Weyerhaeuser's outstanding common shares is required to constitute a quorum for the transaction of business at the annual meeting. Abstentions and broker non-votes are counted for purposes of determining the presence or absence of a quorum. Under Washington law and the Company's Articles of Incorporation and Bylaws, if a quorum is present at the meeting:

Item 1 nominees for election as directors will be elected to the board of directors if the votes cast for each such nominee exceed the votes cast against the nominee;

Item 2 the advisory vote on the compensation of the named executive officers disclosed in the proxy statement will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal; and

Item 3 ratification of the selection of KPMG LLP as our independent registered public accounting firm will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal.

EFFECT OF ABSTENTIONS AND BROKER NON-VOTES

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The following will not be considered votes cast and will not count towards the election of any director nominee or approval of other proposals:

broker non-votes;

a share whose ballot is marked as abstain;

a share otherwise present at the annual meeting but for which there is an abstention; and

a share otherwise present at the annual meeting as to which a shareholder gives no authority or direction.

If your shares are held in street name on your behalf (that is, you own shares in the name of a bank, broker or other holder of record), the broker or other registered holder must receive explicit voting instructions from you to be able to vote on the election of directors and executive compensation, each of which is considered to be non-routine under the applicable rules of the New York Stock Exchange. Brokers do not have discretion to vote on non-routine matters unless the beneficial owner of the shares has given explicit voting instructions. Consequently, if you do not give your broker explicit instructions, your shares will not be voted on the election of directors or the advisory

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vote on executive compensation and will be considered broker non-votes on such proposals. The ratification of the selection of KPMG LLP as our independent registered public accounting firm is considered a routine matter and, as such, your broker is entitled to vote your shares on such proposal even if you do not provide voting instructions on that item.

VOTING INFORMATION

You may vote your shares in one of several ways, depending upon how you own your common shares.

If you are a shareholder of record (that is, if your shares are registered in your own name with our transfer agent), you can vote any one of four ways:

Voting on the Internet. Go to www.envisionreports.com/WY and follow the instructions. You will need to have your control number (from your Notice Regarding the Availability of Proxy Materials or proxy card) with you when you go to the website.

Voting by Telephone. Call the toll-free number listed on the voting website (www.envisionreports.com/WY) or your proxy card and follow the instructions. You will need to have your control number with you when you call.

Voting by Mail. Complete, sign, date and return your proxy card in the envelope provided in advance of the meeting.

Voting at the Annual Meeting. If you decide to attend the meeting and vote in person, you may deposit your proxy card in the ballot box at the registration desk at the annual meeting or you may complete a ballot that will be distributed at the meeting.

If you are a beneficial owner of shares held in street name (that is, if you hold your shares through a broker, bank or other holder of record), you should follow the voting instructions you receive from the holder of record to vote your shares.

REVOCAION OF PROXIES

Shareholders who execute proxies retain the right to revoke them at any time before the shares are voted by proxy at the meeting. A shareholder may revoke a proxy by delivering a signed statement to our Corporate Secretary at or prior to the annual meeting or by timely executing and delivering, by internet, telephone, mail or in person at the annual meeting, another proxy dated as of a later date.

INFORMATION ABOUT THE MEETING

Attendance at the annual meeting is limited to holders of the Company's common shares. The meeting will be held at 9:00 a.m. at the Grand Hyatt Seattle, 721 Pine Street, Seattle, WA 98101. A map and directions to the meeting are provided on the back cover of this proxy statement.

To reduce costs and conserve resources, instead of a paper copy of our proxy materials, we are sending to the majority of our shareholders a Notice Regarding the Availability of Proxy Materials (the Notice). The Notice contains instructions on how to:

- electronically access our proxy statement and our 2015 Annual Report to Shareholders and Form 10-K;
- vote via the internet, by telephone or by mail; and
- receive a paper copy of our proxy materials by mail, if desired.

The Notice will serve as your admission ticket to attend the meeting. If you received a paper copy of the proxy materials in the mail, the proxy materials included an admission ticket. You must present the Notice or the admission ticket included with your proxy materials, together with a government-issued photo identification (such as driver's license or passport), at the registration desk to be allowed into the annual meeting. If you plan to attend the annual meeting in person, please vote your proxy, but keep the Notice or admission ticket and bring it with you to the annual meeting along with your photo identification. If you arrive at the meeting without your Notice or admission ticket, we will admit you only if you have photo identification and we are able to verify that you were a shareholder of record as of March 24, 2016.

If you are a street name shareholder and you plan to attend the annual meeting, you must present proof of your ownership of Weyerhaeuser common shares as of the March 24, 2016 record date. Acceptable proof would be an original bank or brokerage account statement as of that date. You also must present photo identification to be admitted. If you arrive at the meeting without proof of your ownership of common shares as of the record date or photo identification, you will not be admitted to the meeting.

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If you are a street name shareholder and intend to designate a proxy holder, the designee must present:

your original signed form of proxy;
proof of your ownership of common shares (such as a bank or brokerage statement) as of the March 24, 2016 record date; and
photo identification.

If we cannot verify that you are a shareholder, your designee will not be admitted to the meeting.

If you are hearing impaired or require other special accommodation due to disability, please contact our Corporate Secretary prior to the meeting to indicate the accommodations that you will need. You may do so by writing to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 or sending an email to *CorporateSecretary@weyerhaeuser.com*.

No banners, placards, signs, literature for distribution, cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the annual meeting.

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ITEM 1. ELECTION OF DIRECTORS

All directors elected at the annual meeting will be elected for a term of one year. Our board of directors currently has 13 members. Under our Bylaws, the board of directors is authorized to fix the number of directors within the range of 9 to 13 members. The 13 persons identified below are nominated to be elected as directors at the 2016 annual meeting for one-year terms expiring at the 2017 annual meeting.

Eight of the nominees were elected as directors by shareholders at the 2015 annual meeting for a one-year term expiring at the 2016 annual meeting: David P. Bozeman, Mark A. Emmert, John I. Kieckhefer, Nicole W. Piasecki, Doyle R. Simons, D. Michael Steuert, Kim Williams and Charles R. Williamson. Five nominees were appointed as directors by the board of directors effective February 19, 2016 in connection with the merger of Plum Creek Timber Company, Inc. ("Plum Creek") with and into Weyerhaeuser Company (the "Merger"): Rick R. Holley, Sara Grootwassink Lewis, John F. Morgan, Sr., Marc F. Racicot and Lawrence A. Selzer. Each was a director of Plum Creek, and Mr. Holley was also CEO of Plum Creek. Under Washington law and the Company's Bylaws, these five directors are required to stand for election at the 2016 annual meeting of shareholders.

Unless a shareholder instructs otherwise on the proxy card, it is intended that the shares represented by properly signed proxies will be voted for the persons nominated by the board of directors. The board of directors anticipates that the listed nominees will be able to serve, but if at the time of the meeting any nominee is unable or unwilling to serve, the proxy holders may vote such shares at their discretion for a substitute nominee.

The biography of each of the nominees below contains information regarding the individual's service as a director, business experience, director positions held currently or at any time during the last five years, and information regarding their experiences, qualifications, attributes or skills that caused the Governance and Corporate Responsibility Committee and the board of directors to determine that the person should serve as a nominee for director of the Company for 2016.

The board of directors recommends that shareholders vote **FOR the election of each of the following directors.**

NOMINEES FOR ELECTION

David P. Bozeman, 47, a director of the Company since February 2015, is senior vice president of Caterpillar Inc. (manufacturer of construction, mining and other industrial equipment) with responsibility for the Caterpillar Enterprise System Group. Prior to his current role, he served as vice president of the Integrated Manufacturing Operations Division from 2010 to 2013, vice president of the Core Components Business Unit from 2009 to 2010 and general manager for the Specialty Products Business Unit. He joined Caterpillar in October 2008 from Harley-Davidson Motor Company, where he was vice president of Advanced Manufacturing responsible for developing and overseeing the implementation of advanced manufacturing technology. Mr. Bozeman is a member of the Society of Manufacturing Engineers Education Foundation Board of Directors and the Bradley University Board of Trustees. He also serves on Bradley University's Manufacturing and Industrial Engineering Advisory Board and the Board of Trustees of the Manufacturers Alliance for Productivity and Innovation (MAPI). He has extensive executive experience in strategic planning, capital intensive industries and global manufacturing operations in large, international organizations.

Mark A. Emmert, 63, a director of the Company since 2008, has been the president of the National Collegiate Athletic Association since 2010. He served as president of the University of Washington in Seattle, Washington, from 2004 to 2010; as chancellor of Louisiana State University from 1999 to 2004; and chancellor and provost of the University of Connecticut from 1994 to 1999. Prior to 1994, he was provost and vice president for Academic Affairs at Montana State University and held faculty and administrative positions at the University of Colorado. He also is a director of Expeditors International of Washington, Inc. (global logistics services). He is a Life Member of the Council on Foreign Relations and is a Fellow of the National Academy of Public Administration. He has also been a Fulbright Fellow, a Fellow of the American Council on Education and served on many non-profit boards. He is an experienced leader of major organizations, with strong skills in government and international relations, strategic planning and public company executive compensation.

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Rick R. Holley, 64, has been a director of the Company and chairman of the board of directors since February 19, 2016, the date of the Merger. Mr. Holley had been a member of the Plum Creek board of directors since 1999. Mr. Holley had also served as Plum Creek's president and chief executive officer since 1999, and had continued to serve as chief executive officer of Plum Creek since 2013 until the closing of the Merger. From 1989 to 1994, Mr. Holley served as Plum Creek's chief financial officer. Mr. Holley, having been one of the longest tenured chief executive officers in the timber industry, has a deep and broad understanding of the Company's industry and business lines, as well as experience in strategic planning and finance.

John I. Kieckhefer, 71, a director of the Company since 1990, has been president of Kieckhefer Associates, Inc. (investment and trust management) since 1989, and was senior vice president prior to that time. He has been engaged in commercial cattle operations since 1967 and is a trustee of J.W. Kieckhefer Foundation, an Arizona charitable trust. He has a strong background in business and finance, with extensive experience in public company executive compensation.

Sara Grootwassink Lewis, 48, has been a director of the Company since February 19, 2016, the date of the Merger. Ms. Grootwassink Lewis had been a member of the Plum Creek board of directors since 2013. Ms. Grootwassink Lewis founded, and is the chief executive officer of, Lewis Corporate Advisors, LLC (capital markets advisory firm). From 2002 to 2009, she was executive vice president and chief financial officer of Washington Real Estate Investment Trust Company (equity real estate investment trust). Ms. Grootwassink Lewis also serves on the board of directors of PS Business Parks, Inc. (real estate investment trust that owns, operates and develops commercial real estate), Adamas Pharmaceuticals, Inc. (specialty pharmaceuticals), and Sun Life Financial Inc. (financial services). She was a member of the board of directors of CapitalSource, Inc. (commercial lending) from 2004 until its acquisition in 2014. Ms. Grootwassink Lewis is a member of the Public Company Accounting Oversight Board Standing Advisory Group. Ms. Grootwassink Lewis has extensive executive, financial and real estate industry experience, having served as a senior

executive of a publicly traded REIT. Ms. Grootwassink Lewis is also a chartered financial analyst.

John F. Morgan, Sr., 69, has been a director of the Company since February 19, 2016, the date of the Merger. Mr. Morgan had been a member of the Plum Creek board of directors since 2006. Since 2001, Mr. Morgan has owned and managed Morgan Timber, LLC (a private timberland and real estate management and development company). Since 2009, Mr. Morgan has also owned and managed South Coast Commercial, LLC (a real estate investment firm). Mr. Morgan previously held positions in general banking and public securities investment management at First Orlando Corporation (Sun Trust) from 1969 to 1972 and Citizens & Southern Corporation (Bank of America) from 1973 to 1978. He later helped found INVESCO Capital Management (global money management), where he served from 1979 to 2000. Mr. Morgan has extensive experience in the timber industry, as well as in banking, finance and capital markets.

Nicole W. Piasecki, 53, a director of the Company since 2003, has been vice president and general manager of the Propulsion Systems Division of Boeing Commercial Airplanes (aerospace) since March 2013. Previously she served as executive vice president of Business Development and Strategic Integration for Boeing Commercial Airplanes from 2010 to March 2013; president of Boeing Japan from 2006 to 2010; vice president of Business Strategy & Marketing for Boeing Commercial Airplanes, from 2003 to 2006; vice president of Sales, Leasing Companies for Boeing Commercial Airplanes from 2000 until January 2003; and served in various positions in engineering, sales, marketing, and business strategy for the Commercial Aircraft Group from 1992. She is a director on the Seattle Branch Board of Directors for the Federal Reserve Bank, Trustee of Seattle University in Seattle, Washington, and a former member of the Board of Governors, Tokyo, of the American Chamber of Commerce of Japan, and the Federal Aviation's Administration Advisory Council. She has extensive executive experience in capital intensive industries, sales and marketing, strategic planning and international operations and relations.

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Marc F. Racicot, 67, has been a director of the Company since February 19, 2016, the date of the Merger. Mr. Racicot had been a member of the Plum Creek board of directors since 2010. Mr. Racicot is an attorney and served as president and chief executive officer of the American Insurance Association (property-casualty insurance trade organization) from 2005 until 2009. From 2001 to 2005, he was an attorney at the law firm of Bracewell & Giuliani, LLP. He is a former Governor (1993 to 2001) and Attorney General (1989 to 1993) of the state of Montana. Mr. Racicot was appointed by President Bush to serve as the Chairman of the Republican National Committee from 2002 to 2003, and he served as Chairman of the Bush/Cheney Re-election Committee from 2003 to 2004. He presently serves on the board of directors of Avista Corporation (electric and natural gas utility), Massachusetts Mutual Life Insurance Company (insurance), and The Washington Companies (affiliated group of privately held companies). Mr. Racicot previously served on the board of directors of Burlington Northern Santa Fe Corporation (publicly held railroad company until 2010), Siebel Systems Inc. (publicly held software company until 1995), and Allied Capital Corporation (publicly held investment company until 2010). Mr. Racicot has extensive experience in government and the interaction between government and large, complex business organizations. As an experienced lawyer, he also has valuable skill and background in the areas of regulatory and operational risk oversight.

Lawrence A. Selzer, 56, has been a director of the Company since February 19, 2016, the date of the Merger. Mr. Selzer had been a member of the Plum Creek board of directors since 2012. Since 2001, Mr. Selzer has served as the president and chief executive officer of The Conservation Fund (one of the nation's premiere environmental non-profit organizations). As chief executive officer of a large conservation organization, Mr. Selzer has experience and expertise in the areas of conservation procurement, conservation finance, land acquisition and disposition, and real estate management. He has experience managing and overseeing a large, complex, and geographically diverse environmental conservation organization.

Doyle R. Simons, 52, has been president and chief executive officer of the Company since August 2013 and a director of the Company since June 2012. He had been previously appointed chief executive officer-elect and an executive officer of the Company in June 2013. He served as chairman and chief executive officer of Temple-Inland, Inc. (forest products) from 2008 until February of 2012 when it was acquired by International Paper Company. Previously, he held various management positions with Temple-Inland, including executive vice president from 2005 through 2007 and chief administrative officer from 2003 to 2005. Prior to joining Temple-Inland in 1992, he practiced real estate and banking law with Hutcheson and Grundy, L.L.P. He also serves on the board of directors for Fiserv, Inc. (financial services technology). He has extensive experience in managing forest products companies and capital intensive industries, with strong skills in corporate finance, executive compensation and strategic planning.

D. Michael Steuert, 67, a director of the Company since 2004, was senior vice president and chief financial officer for Fluor Corporation (engineering and construction) from 2001 until his retirement in 2012. He served as senior vice president and chief financial officer at Litton Industries Inc. (defense electronics, ship construction and electronic technologies) from 1999 to 2001 and as a senior officer and chief financial officer of GenCorp Inc. (aerospace, propulsion systems, vehicle sealing systems, chemicals and real estate) from 1990 to 1999. He also serves as a director of Kurion, Inc. (hazardous waste management) and LNG Ltd. (owner and developer of liquefied natural gas projects), and was formerly a member of the National Financial Executives Institute and the Carnegie Mellon Council on finance. He has extensive executive experience in corporate finance and accounting, managing capital intensive industry operations, natural resources development and strategic planning.

Kim Williams, 60, a director of the Company since 2006, was senior vice president and associate director of global industry research for Wellington Management Company LLP (investment management) from 2001 to 2005, was elected a partner effective in 1995 and held various management positions with Wellington from 1986 to 2001. Prior to joining Wellington, she served as vice president, industry analyst for Loomis, Sayles

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& Co., Inc (investment management) from 1982 to 1986. She is also a director of E.W. Scripps Company (diverse media), Xcel Energy Inc. (utilities), MicroVest (asset management firm) and Oxfam America (global antipoverty agency). She is a member of the Overseer Committee of Brigham and Women's Hospital in Boston, Massachusetts and a Trustee of Concord Academy, Concord, Massachusetts. She has extensive experience in corporate finance, strategic planning and international operations.

Charles R. Williamson, 67, a director of the Company since 2004, was the executive vice president of Chevron Corporation (international oil and gas) from mid-2005 until his retirement in December 2005. Mr. Williamson served as Weyerhaeuser's chairman of the board from 2009 until February 19, 2016. He was chairman and

chief executive officer of Unocal Corporation (oil and natural gas) until its acquisition by Chevron Corporation in 2005. He served as Unocal Corporation's executive vice president, International Energy Operations, from 1999 to 2000; group vice president, Asia Operations, from 1998 to 1999; group vice president, International Operations from 1996 to 1997. He is also lead director of PACCAR Inc. (manufacturer of high-quality trucks) and was a director and chairman of the board of Talisman Energy Inc. (oil and gas) until its acquisition by Repsol Oil and Gas Inc. in 2015. He has extensive executive experience in corporate finance, management of capital intensive operations, development of natural resources, technology, international operations, strategic planning and public company executive compensation.

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BOARD OF DIRECTORS AND COMMITTEE INFORMATION

DIRECTOR INDEPENDENCE; BOARD OPERATION AND LEADERSHIP

The Company's Governance Guidelines require that a majority of the board must at all times be independent directors, as defined from time to time by law, the listing requirements of the New York Stock Exchange and any specific requirements established by the board. You can find the Company's Governance Guidelines on our website at www.weyerhaeuser.com by clicking on "Investors" at the top of the page, then "Corporate Governance" and then "Governance Guidelines."

The Company's board of directors has determined that each of the Company's directors with the exception of Mr. Holley, the chairman of the board of directors, and Mr. Simons, the Company's president and chief executive officer, is independent within the meaning of the listing requirements established by the New York Stock Exchange. The board determined that Mr. Simons is not independent because he is the president and chief executive officer of the Company and that Mr. Holley is not independent because he was the chief executive officer of Plum Creek prior to the effective date of the Merger. The independent directors meet regularly in separate executive session.

Since February 19, 2016, the effective date of the Merger, Mr. Holley has served as our non-executive chairman of the board. The Company separates the positions of chairman of the board and chief executive officer in recognition of the differences between the two roles. The chief executive officer is responsible for the strategic direction and day-to-day leadership and performance of the Company. The non-executive chairman of the board, in consultation with the chief executive officer, provides oversight, direction and leadership to the board, sets the agenda for and presides over meetings of the board, presides at our meetings of shareholders, facilitates communication among our directors and between management and the board, and provides input to the Governance and Corporate Responsibility Committee and Compensation Committee, as appropriate, with respect to our annual board self-evaluation process, succession planning for our management and board of directors, and the performance evaluation

process for our chief executive officer. The Company believes that this separation of roles provides more effective monitoring and objective evaluation of the chief executive officer's performance and strengthens the board's independent oversight of the Company's performance and governance standards. It also allows the board to draw on the leadership skills and business experience of two persons, the chairman of the board and the chief executive officer.

Because the board determined that our non-executive chairman is not an independent director, Mr. Williamson was appointed to serve as lead independent director. The lead independent director serves as chairman of the Executive Committee and presides at all meetings of the board of directors or committees of the board at which the non-executive chairman is not present or able to preside, including executive sessions of the independent directors.

RISK OVERSIGHT

The board is actively involved in the oversight of risks that could affect the Company. This oversight is conducted primarily through committees of the board, as described in the summaries of each of the committees below and in the charters of each of the committees. The full board has retained responsibility for general oversight of risks. The board satisfies this responsibility through reports by each committee chair regarding the committee's considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within the Company. The board believes its administration of its risk oversight function has not affected the board's leadership structure.

The Company employs robust strategic planning and enterprise risk management processes. The Company has an integrated risk management process, conducts a review of risk every year and reports to the board of directors on the results of the review. This review includes an identification of specific risks, ranking of the likelihood and magnitude of effect of those risks, scenario analysis, review of risk appetite, and a review of mitigation plans. The Company analyzes risk areas that have the potential to materially affect its businesses and integrates this information into its planning and its reports to the board of directors.

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In addition to the annual enterprise risk management process, we conduct internal audits and audits by our independent public accounting firm. We have also established a robust compliance and ethics program, as well as disciplined processes designed to oversee our sustainability strategy and environmental and safety performance. You can find a description of our risk management processes on the Company’s website at www.weyerhaeuser.com by clicking on Sustainability at the top of the page, then Governance and then Risk Management.

BOARD AND COMMITTEE MEMBERS

The current members of the Company’s board of directors and their committee assignments are set forth in the following table. Eight directors were elected by shareholders at the 2015 annual meeting: David P. Bozeman, Mark A. Emmert, John I. Kieckhefer, Nicole W. Piasecki, Doyle R. Simons, D. Michael Steuert, Kim Williams and Charles R. Williamson. Five directors were appointed as directors by the board of directors effective February 19, 2016 in connection with the Merger with Plum Creek: Rick R. Holley, Sara Grootwassink Lewis, John F. Morgan, Sr., Marc F. Racicot and Lawrence A. Selzer.

Name	Executive	Audit	Compensation	Governance and Corporate Responsibility
David P. Bozeman				ü
Mark A. Emmert			ü	
Rick R. Holley	ü			
John I. Kieckhefer			ü	
Sara Grootwassink Lewis		ü		
John F. Morgan, Sr.		ü		
Nicole W. Piasecki			ü	ü*
Marc F. Racicot		ü		ü
Lawrence A. Selzer			ü	ü
Doyle R. Simons	ü			
D. Michael Steuert		ü *		
Kim Williams		ü		ü
Charles R. Williamson	ü*		ü*	

* Committee chair

BOARD AND COMMITTEE MEETINGS IN 2015

The board of directors currently has four committees that assist in the execution of the board’s responsibilities and perform certain functions for the board: Executive Committee, Audit Committee, Compensation Committee and Governance and Corporate Responsibility Committee. In 2015, the board’s committees also included a Finance Committee, responsible for monitoring and oversight of the Company’s financial resources and strategies. At its February 2016 meeting, the board of directors determined that the

Finance Committee would no longer be constituted as a separate committee of the board and that its responsibilities would be allocated to other committees as well as the full board of directors.

The following table summarizes meeting information for the board and each of the board’s committees in 2015. The board of directors met on six occasions in 2015. In 2015, each of the directors attended at least 75% of the total meetings of the board and the committees on which he or she served.

Name	Number of Meetings					
	Board of Directors	Executive	Audit	Compensation	Governance and Corporate Responsibility	Finance
Total meetings in 2015	6	1	7	5	3	1

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COMMITTEES OF THE BOARD

Each committee of the board of directors is described below. Each committee has adopted a charter, which you can find on the Company's website at www.weyerhaeuser.com by clicking on Investors at the top of the page, then Corporate Governance and then Committee Charters and Composition. If you would like to receive a paper copy of any committee charter, you may request one by writing to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 or by sending an email to CorporateSecretary@weyerhaeuser.com.

Executive Committee

The board of directors has given the Executive Committee the power and authority to act for the board in the interval between board meetings, except to the extent limited by law and the Company's Articles of Incorporation.

Audit Committee

The Audit Committee is responsible for assisting the board of directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and financial reporting practices of the Company, including the Company's compliance with legal and regulatory requirements, and such other duties as directed by the board of directors. The committee has sole authority for the appointment, compensation and oversight of the Company's independent auditors, including the approval of any significant non-audit relationship. The board of directors has determined that Mr. Steuert is an audit committee financial expert (as such term is defined under applicable rules of the Securities and Exchange Commission).

Independence: The board of directors has determined that each member of the Audit Committee is independent within the meaning of the listing requirements of the New York Stock Exchange.

Risk Oversight: The Audit Committee is responsible for oversight of Company risks relating to accounting matters, financial reporting and legal and regulatory compliance. To satisfy these oversight responsibilities, the committee separately meets regularly with the Company's chief accounting officer, director of internal audit, general

counsel, KPMG LLP and management. The committee chair regularly meets between formal committee meetings with the Company's chief accounting officer, director of internal audit and KPMG LLP. The committee also receives regular reports regarding issues such as the status and findings of audits being conducted by the internal and independent auditors, the status of material litigation, accounting changes that could affect the Company's financial statements and proposed audit adjustments.

Compensation Committee

The Compensation Committee is responsible for:

- reviewing and approving the strategy and design of the Company's compensation and benefits systems;
- making recommendations to the board for incentive compensation and equity-based plans;
- reviewing and making recommendations to the board regarding the compensation of the Company's chief executive officer;
- reviewing and approving salaries and incentive compensation of executive officers;
- administering the Company's equity and cash incentive compensation plans;
- selecting and regularly reviewing the peer group used for benchmarking compensation for executive officers;
- reviewing and making recommendations to the board regarding the compensation of the Company's directors; and
- annually determining the independence of the Compensation Committee's compensation consultant and whether the consultant's work raises any conflicts of interest.

Independence: The board of directors has determined that each member of the Compensation Committee is independent within the meaning of the listing requirements of the New York Stock Exchange.

Risk Oversight: The Compensation Committee is responsible for oversight of risks relating to employment policies and the Company's compensation and benefits systems and for annually reviewing these policies and practices to determine whether they are reasonably likely to have a material adverse effect on the Company. To assist it in satisfying these oversight responsibilities, the committee has retained its own

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compensation consultant and meets regularly with management to understand the financial, human resources and shareholder implications of compensation decisions being made. The committee chair also regularly meets between formal committee meetings with management and the committee's consultant.

Governance and Corporate Responsibility Committee

The Governance and Corporate Responsibility Committee takes a leadership role in shaping the governance of the Company. It provides oversight and direction regarding the functioning and operation of the board. It also recommends to the board candidates for nomination and election as directors and director candidates for election as the chairman of the board. The committee manages the processes used by the board in its self-assessment and its evaluation of the chief executive officer. The committee also provides oversight of:

- senior management succession planning;
- sustainability strategy and performance;
- environmental and safety issues;
- ethics and business conduct;
- political activities and governmental issues; and
- human resources practices.

Independence: The board of directors has determined that each member of the Governance and Corporate Responsibility Committee is independent within the meaning of the listing requirements of the New York Stock Exchange.

Risk Oversight: The Governance and Corporate Responsibility Committee is responsible for oversight of risks relating to management and board succession planning, the Company's sustainability and environmental practices and policies, stakeholder responses to the Company's ethics and business practices, the Company's political activities and governmental policy development that could affect Company operations and strategic decisions, and employee and investor responses to the Company's human resources practices. To satisfy these oversight responsibilities, the committee receives regular reports from officers of the Company responsible for each of these risk areas on matters such as progress against succession planning programs and goals, trends in risk levels, the employee climate, risk management activities, and non-

governmental and governmental policies or proposals that could affect Company operations. Because many of these risks could have financial and reporting implications for the Company, the board and the Governance and Corporate Responsibility Committee have determined that at least one member of the committee must serve concurrently on the Audit Committee.

Governance Guidelines

The board of directors has documented the governance practices followed by the Company by adopting Governance Guidelines. The Governance Guidelines establish the practices the board of directors follows with respect to board function and operation, Company operations, board organization and composition and board conduct. The Governance Guidelines are available on the Company's website at www.weyerhaeuser.com by clicking on Investors at the top of the page, then Corporate Governance and then Governance Guidelines. If you would like to receive a paper copy, you may request one by writing to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 or by sending an email to CorporateSecretary@weyerhaeuser.com.

CONSIDERATION OF DIRECTOR NOMINEES

Director Qualifications

The board has codified standards for directors in the board's Governance Guidelines. The Governance Guidelines provide that the board should encompass a diverse range of talent, skill and expertise sufficient to provide sound and prudent oversight and guidance with respect to the Company's operations and interests. The Governance Guidelines also provide that at all times a majority of the board must be independent directors as defined from time to time by the listing requirements of the New York Stock Exchange and any specific requirements established by the board. Each director also is expected to:

- exhibit high standards of integrity, commitment and independence of thought and judgment;

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use his or her skills and experiences to provide independent oversight to the business of the Company;
participate in a constructive and collegial manner;
be willing to devote sufficient time to carrying out the duties and responsibilities of a director;

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devote the time and effort necessary to learn the business of the Company and the board; and represent the long-term interests of all shareholders.

In addition, the board of directors has determined that the board as a whole must have the right diversity, mix of characteristics, talents, skills and expertise to provide sound and prudent guidance with respect to the Company's operations and interests. The board believes it should be comprised of persons with skills in areas such as:

finance;
sales and marketing;
strategic planning;
development of strategies for sustainability;
human resources and diversity;
safety;
relevant industries, especially natural resource companies;
leadership of large, complex organizations;
legal;
manufacturing;
banking;
government and governmental relationships; and
information technology.

In addition to the targeted skill areas, the Governance and Corporate Responsibility Committee looks for a strong record of achievement in key knowledge areas that it believes are critical for directors to add value to a board, including:

Strategy – formulation of corporate strategies, knowledge of key competitors and global markets;
Leadership – skills in coaching senior executives and the ability to assist the CEO in his or her development;
Organizational Issues – understanding of strategy implementation, change management processes, group effectiveness and organizational design;
Relationships – understanding how to interact with governments, investors, financial analysts, and communities in which the Company operates;
Finance and Operations – understanding of finance matters, financial statements and auditing procedures, technical expertise, legal issues, information technology and marketing; and
Ethics – the ability to identify and raise key ethical issues concerning the activities of the Company and senior management as they affect the business community and society.

The board is committed to assessing its own performance as a board in order to identify its strengths as well as areas in which it may improve its performance. As part of its self-assessment process, the board annually determines the diversity of specific skills and characteristics necessary for the optimal functioning of the board in its oversight of the Company over both the short- and long-term.

The Governance and Corporate Responsibility Committee has adopted a policy regarding the director selection process. The policy requires the committee to assess the skill areas currently represented on the board and those skill areas represented by directors expected to retire or leave the board in the near future against the target skill areas established annually by the board, as well as recommendations of directors regarding skills that could improve the overall quality and ability of the board to carry out its function. The Governance and Corporate Responsibility Committee then establishes the specific target skill areas or experiences that are to be the focus of a director search, if necessary. Specific qualities or experiences could include matters such as experience in the Company's industry, financial or technological expertise, experience in situations comparable to the Company's (e.g., companies that have grown through acquisitions, or companies that have restructured their asset portfolios successfully), leadership experience, relevant geographical experience, and diversity in personal experience and worldview arising from differences of culture and circumstance. The effectiveness of the board's diverse mix of skills and experiences is considered as part of each board self-assessment.

Identifying and Evaluating Nominees for Directors

The Governance and Corporate Responsibility Committee uses a variety of methods for identifying and evaluating nominees for director. The committee regularly assesses the mix of skills and industries currently represented on the board, whether any vacancies on the board are expected due to retirement or otherwise, the skills represented by retiring directors, and additional skills highlighted during the board

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self-assessment process that could improve the overall quality and ability of the board to carry out its responsibilities. In the event vacancies are anticipated, or arise, the Governance and Corporate Responsibility

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Committee considers various potential candidates for director. Candidates may come to the attention of the committee through current board members, professional search firms, shareholders or other persons. The committee or a subcommittee may interview potential candidates to further assess the qualifications possessed by the candidates and their ability to serve as a director. The committee then determines the best qualified candidates based on the established criteria and recommends those candidates to the board for election at the next annual meeting of shareholders.

Shareholder Nominees

The Governance and Corporate Responsibility Committee will consider nominees for the board of directors recommended by shareholders. If a shareholder wishes to recommend a nominee, he or she should write to the Governance and Corporate Responsibility Committee, care of the Corporate Secretary, Weyerhaeuser Company, P.O. Box 9777, Federal Way, WA 98063-9777, specifying the name of the nominee and the nominee's qualifications for membership on the board of directors. Recommendations will be brought to the attention of and be considered by the Governance and Corporate Responsibility Committee.

The Company's Bylaws establish procedures that must be followed for shareholder nominations of directors. See Future Shareholder Proposals and Nominations below for more information.

SHAREHOLDER AND INTERESTED PARTY COMMUNICATIONS

Communications to the board of directors may be sent to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 and marked to the attention of the board or any of its committees, the independent directors or individual directors. Communications also may be sent by email to CorporateSecretary@weyerhaeuser.com.

ANNUAL MEETING ATTENDANCE

The directors are expected to attend the Company's annual meetings, if possible. All of the directors serving at the time of the 2015 annual meeting attended the 2015 annual meeting.

DIRECTORS' COMPENSATION

The following table shows the annual compensation of our non-employee directors for 2015, which consisted of annual retainer fees paid in cash, including the amounts for serving as chair of a board committee, and restricted stock unit awards. Directors' fees are paid annually for the period commencing on the date of their election or appointment and ending on the date of the next annual meeting. All values are reported in U.S. dollars.

Name	Fees Earned or Paid in		Total
	Cash	Stock Awards	
	(1) (\$)	(2) (\$)	(3) (\$)
David P. Bozeman (4)	116,667	136,619	253,286
Debra A. Cafaro	115,000	119,976	234,976
Mark A. Emmert	100,000	119,976	219,976
John I. Kieckhefer	100,000	119,976	219,976
Wayne W. Murdy	120,000	119,976	239,976
Nicole W. Piasecki	115,000	119,976	234,976
D. Michael Steuert	120,000	119,976	239,976
Kim Williams	100,000	119,976	219,976
Charles R. Williamson	160,000	179,997	339,997

(1) The amounts in this column reflect director compensation paid in cash. The amounts for each of Mr. Steuert (Audit) and Mr. Murdy (Compensation) include cash compensation of \$20,000 for their service as chair of their respective committees during 2015. The amounts for each of Ms. Cafaro (Finance) and Ms. Piasecki (Governance and Corporate Responsibility) include cash compensation of \$15,000 for their service as chair of their respective committees during 2015. Of the amounts of cash compensation earned, the following directors elected to defer cash fees into common stock equivalent units under our Fee

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Deferral Plan for Directors and were credited with the following common stock equivalent units: Mr. Kieckhefer \$100,000, or 3,065 units; Ms. Williams \$100,000, or 3,065 units; and Mr. Williamson \$160,000, or 4,904 units. Amounts deferred into common stock equivalent units will be paid following the director's termination of service.

- (2) *The amounts in this column reflect the grant date fair value of director compensation paid in the form of RSUs. The grant date fair value was computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, and for each director is based on a grant date that is the date of the Company's annual meeting. The number of RSUs awarded is based on the amount of the fees to be paid in RSUs divided by the average of the high and the low price of the Company's common stock on the date of grant as reported by The Wall Street Journal for the New York Stock Exchange Composite Transactions. The average of the high and low price on May 22, 2015 was \$32.62. Each of the directors other than the chairman of the board received \$119,976 of RSUs in May 2015, or 3,678 RSUs. Mr. Williamson, as chairman of the board, received \$179,997 of RSUs, or 5,518 RSUs. The following directors chose to defer RSUs into common stock equivalent units under our Fee Deferral Plan for Directors and were credited with the following common stock equivalent units: Ms. Cafaro 3,678 units; Mr. Kieckhefer 3,678 units; and*

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Ms. Piasecki 3,678 units. Amounts deferred into common stock equivalent units under our Fee Deferral Plan will be paid following the director's termination of service in the form of shares of the Company's common stock.

(3) *Five current directors Ms. Grootwassink Lewis and Messrs. Holley, Morgan, Racicot and Selzer were appointed as directors effective February 19, 2016 in connection with the Merger with Plum Creek and, accordingly, did not receive director compensation from the Company in 2015.*

(4) *Mr. Bozeman was appointed as a director in February 2015. The amounts shown for Mr. Bozeman include, in addition to the 2015 annual fees paid at the time of the May 2015 annual meeting of \$100,000 in cash and \$119,976 in RSUs, pro-rated fees from the date of his appointment to the date of the May 2015 annual meeting in the amount of \$16,667 in cash and \$16,643 in RSUs.*

Non-Employee Director Compensation Program for 2015

The board believes that the level of non-employee director compensation should be based on board and committee responsibilities and be competitive with comparable companies. In addition, the board believes that a significant portion of non-employee director compensation should be awarded in the form of equity to align director interests with the long-term interests of shareholders.

In 2015 continuing non-employee directors, other than the chairman of the board, received a base annual retainer fee of \$220,000, of which \$120,000 (subject to share rounding) was paid in the form of RSUs and \$100,000 was paid in cash. Non-employee directors who served as chair of the Finance Committee and Governance and Corporate Responsibility Committee received an additional cash retainer fee of \$15,000. Non-employee directors who served as chair of the Audit Committee and Compensation Committee received an additional cash retainer fee of \$20,000. No additional fees were paid for attending board or committee meetings. The non-employee director serving as chairman of the board received an annual retainer of \$340,000 of which \$180,000 (subject to share rounding) was paid in RSUs and \$160,000 was paid in cash.

All retainer fees are paid annually, immediately following the annual shareholders' meeting. Directors who are appointed to fill a vacancy on the board are paid a pro rata amount of the annual retainer immediately following the effective date of the director's appointment. The Company reimburses non-employee directors for actual travel and out-of-pocket expenses incurred in connection with their service.

The number of RSUs paid to directors was determined by dividing the dollar amount of the retainer equity award by the average of the high and the low price of Weyerhaeuser Company common stock on the date of grant as reported by *The Wall Street Journal* for the New York Stock Exchange Composite Transactions. For May 2015 awards, the average of the high and low price of the Company's common stock on the date of grant was \$32.62, which resulted in a grant of 5,518 RSUs for the chairman of the board and 3,678 RSUs for each of the other directors. The RSUs vest over one year and will be settled in shares of the Company's common stock at the one-year anniversary of the date of grant. The RSUs are generally forfeitable during the one-year vesting period, except that directors who leave the board during the one-year period receive a pro-rata number of shares on the settlement date. Vesting provisions may be modified by the Compensation Committee or board of directors. RSUs granted to directors are credited with dividends during the one-year vesting period. As the RSUs vest, dividends credited to the RSUs similarly vest. If any RSUs are forfeited, dividends related to the forfeited shares also are forfeited.

Deferral Option for Cash Retainer

Directors may elect to defer all or a portion of the annual cash retainer. A director who elects to defer all or a portion of the cash retainer has the option of deferring the designated amount into common stock equivalent units or into an interest-bearing account (with interest at 120% of the applicable federal long-term rate (AFR) as published by the IRS in January of each plan year), in each case under the Fee Deferral Plan for Directors. The number of common stock equivalent units credited to a director's account will be determined by dividing any cash being deferred into common stock equivalent units by the average of the high and the low price of the Company's common stock on the date such fees would have been paid in cash. Deferred stock equivalent units will be paid in the form of shares of the Company's common stock at the end of the deferral period, but no earlier than the director's separation from service unless permitted by Section 409A of the Internal Revenue Code. During the deferral period, stock equivalent units are credited with dividends, which are paid along with the deferred shares at the end of the deferral period in the form of shares of the Company's common stock. Amounts deferred into the interest-bearing account will be paid in cash at the end of

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the deferral period, but no earlier than the director's separation from service.

Deferral Option for Retainer Equity Awards

Directors may elect to defer receipt of all or a portion of their RSUs. Any deferred RSUs are deferred into common stock equivalent units under the Fee Deferral Plan for Directors. RSUs deferred into common stock equivalent units are paid in the form of shares of the Company's common stock at the end of the deferral period, but no earlier than the director's separation from service unless permitted by Section 409A of the Internal Revenue Code. During the deferral period, stock equivalent units are credited with dividends, which are paid along with the deferred shares at the end of the deferral period in the form of shares of the Company's common stock.

Share Ownership Guidelines for Directors

The board of directors has adopted share ownership guidelines under which directors are required to own shares of Weyerhaeuser Company common stock valued at five times their cash compensation. Until the ownership requirement has been satisfied, a director may sell shares issuable upon vesting of RSUs to pay the taxes due upon

vesting, but must otherwise hold 100% of the net shares granted to him or her. RSUs or cash retainer fees deferred into common stock equivalent units under the Fee Deferral Plan for Directors are included for purposes of determining whether a director has satisfied the share ownership requirement. The Compensation Committee annually reviews the compliance of the directors with the share ownership guidelines.

Director Compensation Review Practices

The Compensation Committee is responsible for annually reviewing the Company's non-employee director compensation practices in relation to comparable companies. Any changes to be made to non-employee director compensation practices must be recommended by the Compensation Committee for approval by the board of directors. The Compensation Committee reviewed non-employee director compensation at its December 2014 meeting, including an analysis of director compensation at the Company's peer group of companies, and recommended the compensation levels described above for 2015. This recommendation was approved by the board of directors at its December 2014 meeting.

Table of Contents**BENEFICIAL OWNERSHIP OF COMMON SHARES****DIRECTORS AND NAMED EXECUTIVE OFFICERS**

The following table shows, as of February 23, 2016, the number of common shares beneficially owned by each current director and named executive officer, and by all current directors and all executive officers as a group, as well as the number of common stock equivalent units owned by

each current director and named executive officer and by all current directors and all executive officers as a group under the Company's deferred compensation plans. No directors or executive officers beneficially owned shares of the Company's 6.375% Mandatory Convertible Preference Shares, Series A as of February 23, 2016. Percentages of total beneficial ownership have been calculated based upon 789,949,795 shares, which was the total number of common shares outstanding as of February 23, 2016.

Name of Individual or Identity of Group	Voting and or Dispositive Powers (number of common shares)					Percent of Class (common shares)	Common Stock Equivalent Units (8)
	(1)	(2)	(3)	(4)	(5)		
Patricia M. Bedient					839,223	*	83,453
Adrian M. Blocker					48,040	*	
David P. Bozeman					4,271	*	
Debra A. Cafaro (9)							
Mark A. Emmert					15,330	*	59,572
Rick R. Holley					1,604,159	*	
Rhonda D. Hunter					90,085	*	15,686
John I. Kieckhefer					6,480,323	*	165,602
Sara Grootwassink Lewis					20,393	*	
John F. Morgan, Sr.					35,716	*	
Wayne W. Murdy (10)							
Nicole W. Piasecki					187,223	*	56,720
Marc F. Racicot					22,718	*	
Lawrence A. Selzer					16,318	*	
Doyle R. Simons					337,158	*	12,938
Catherine I. Slater					96,708	*	31,694
D. Michael Steuert					10,569	*	59,576
Kim Williams					14,925	*	57,721
Charles R. Williamson					23,472	*	128,215
Directors and executive officers as a group (23 persons)					10,379,162	1.3	682,668

* Denotes amount is less than 1%

(1) Includes the number of shares that could be acquired within 60 days after February 23, 2016 pursuant to outstanding stock options, as follows: Ms. Bedient, 671,739 shares; Mr. Blocker, 28,780 shares; Mr. Holley, 1,056,000 shares; Ms. Hunter, 63,434 shares; Mr. Simons, 202,552 shares; Ms. Slater, 68,101 shares; and of the directors and executive officers as a group, 2,327,382 shares.

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- (2) *Includes a total of 2,033 shares for all executive officers as a group, representing the number of RSUs that vest within 60 days after February 23, 2016.*
- (3) *Includes a total of 8,123 shares for all executive officers as a group, representing the number of PSUs that vest within 60 days after February 23, 2016.*
- (4) *Includes shares for which certain of the directors and nominees share voting and dispositive powers with one or more other persons as follows: Mr. Kieckhefer, 5,069,369 shares; and Ms. Piasecki, 145,767 shares.*
- (5) *Beneficial ownership of the common shares is disclaimed by certain of the persons listed as follows: Mr. Kieckhefer, 5,508,521 shares and Ms. Piasecki, 153,445 shares.*
- (6) *Includes RSUs granted to the directors May 22, 2015 that will vest and be payable on May 22, 2016 in shares of the Company's common stock, together with dividends credited to those shares as of February 23, 2016, as follows: Mr. Bozeman, 3,789 shares; Mr. Emmert, 3,789 shares; Mr. Steuert, 3,789 shares; Ms. Williams, 3,789 shares; and Mr. Williamson, 5,685 shares.*

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- (7) *Includes 7,987 shares of common stock deferred under the Plum Creek Deferral Plan for which Ms. Grootwassink Lewis does not have voting or dispositive power over the deferred shares, however she does maintain an economic and pecuniary interest in the shares.*
- (8) *Common stock equivalent units held as of February 23, 2016 under the Fee Deferral Plan for Directors or under the Incentive Compensation Plan for Executive Officers. The common stock equivalent units will be repaid to the director at the end of the deferral period in the form of shares of Company common stock.*
- (9) *Ms. Cafaro retired as a director effective as of February 19, 2016, the closing date of the Merger with Plum Creek. As of such date, she held beneficial ownership in 22,207 shares and 59,572 common stock equivalent units. Ms. Cafaro's ownership is not included in the calculations in the table above.*
- (10) *Mr. Murdy retired as a director effective as of February 19, 2016, the closing date of the Merger with Plum Creek. As of such date, he held beneficial ownership in 24,957 shares and 18,790 common stock equivalent units, including with respect to 3,789 shares payable on May 22, 2016 with respect to RSUs granted May 22, 2015. Mr. Murdy shares voting and dispositive powers with one or more other persons as to 20,904 shares and disclaims beneficial ownership of 264 shares. Mr. Murdy's ownership is not included in the calculations in the table above.*

OWNERS OF MORE THAN 5% OF THE COMPANY'S COMMON SHARES

The following table shows the number of common shares held by persons known to the Company to beneficially own more than five percent of its outstanding common shares.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (common shares)
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	41,260,520(1)	8.1%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	31,235,179(2)	6.1%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	29,723,240(3)	5.8%

- (1) *Based on a Schedule 13G/A dated February 10, 2016 in which BlackRock, Inc. reported that as of December 31, 2015 it had sole voting power over 36,604,904 shares and sole dispositive power over 41,260,520 shares.*
- (2) *Based on a Schedule 13G/A dated February 9, 2016 in which T. Rowe Price Associates, Inc. reported that as of December 31, 2015 it had sole voting power over 10,057,620 shares and sole dispositive power over 31,183,579 shares. T. Rowe Price Associates, Inc. disclaims beneficial ownership of all the shares.*
- (3) *Based on a Schedule 13G/A dated February 11, 2016 in which The Vanguard Group reported that as of December 31, 2015 it had sole voting power over 940,221 shares, sole dispositive power over 28,713,124 shares and shared dispositive power over 1,010,116 shares.*

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and certain of its officers to file reports of their ownership of Company stock, and of changes in such ownership,

with the Securities and Exchange Commission and the New York Stock Exchange. Based solely on the Company's review of the copies of such reports in its possession and written representations from reporting persons, the Company believes that all of its directors and officers filed all such reports on a timely basis with respect to transactions during 2015.

COMPENSATION DISCUSSION AND ANALYSIS (CD&A)

EXECUTIVE SUMMARY

Weyerhaeuser's executive compensation programs are designed to align the interests of our executive officers with those of our shareholders. Our compensation philosophy is to provide market-competitive programs that ensure we attract and retain world-class talent, with pay directly linked to the achievement of short- and long-term business results. The Compensation Committee reviews executive compensation program components, targets and payouts on an annual basis to ensure the strength of our pay-for-performance alignment.

2015 Business Highlights

We generated net earnings to common shareholders of \$462 million, or \$533 million before special items, on net sales of \$7.08 billion.

Our cash flows from operations totaled \$1.06 billion.

In November 2015, we entered into the Agreement and Plan of Merger with Plum Creek pursuant to which Plum Creek would merge with and into the Company. On February 19, 2016 we completed the Merger. The Merger creates the world's premier timber, land and forest products company, with more than 13 million acres of

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productive and diverse timberland across the United States.

In November 2015, we also announced that the board of directors authorized the exploration of strategic alternatives for our Cellulose Fibers business.

We delivered on our 2015 operational excellence targets.

We were named to the Dow Jones Sustainability World Index for the fifth straight year.

We were named one of the World's Most Ethical Companies by the Ethisphere Institute for the fourth year in a row.

Shareholder Value Creation in 2015

Our five-year total shareholder return (TSR) was 85%. Our performance ranked at the 55th percentile compared to the TSR of the S&P 500 over the same period.

We increased our quarterly dividend to \$0.31 per common share, an increase of 7 percent from January 1, 2015. We have increased our dividend 5 times in 4 years, and 107% since 2011.

We returned \$663 million to shareholders through dividends.

We repurchased \$518 million of our common shares in 2015, for a total of \$721 million since August 2014.

Governance Highlights

We have stock ownership guidelines for the CEO (6 times salary), executive vice presidents (3 times salary) and senior vice presidents (2 times salary), and we require senior officers who have not yet accumulated the required ownership level to hold 75% of the net shares remaining after vesting of restricted stock units (RSUs) and performance share units (PSUs).

We have stock ownership guidelines for directors of 5 times their annual cash fees.

Directors are elected annually and must receive a majority of votes cast.

Supermajority voting provisions have been eliminated.

Eleven of our thirteen directors are independent.

We have a lead independent director who presides at all meetings of the board of directors or committees of the board at which the non-executive chairman is not present or able to preside, including executive sessions of the independent directors.

Shareholders owning at least 25% of the outstanding common shares have the right to call special shareholder meetings.

Our executive compensation program is designed to mitigate undue risk.

We have a clawback policy.

We have a policy prohibiting hedging and pledging of company stock by directors and officers.

The Compensation Committee has engaged Frederic W. Cook & Co., Inc. (Cook & Co.), an independent consultant who does no other work for the Company.

Severance and accelerated equity vesting occur only on a double trigger basis in a change in control.

We do not provide executive perquisites.

Compensation Highlights

Our short-term annual incentive plan is funded based primarily on the absolute financial performance of each individual business against pre-determined targets and partly based on the performance of the business against certain pre-determined metrics relating to operational excellence, such as financial and competitive performance, cost competitiveness, reliability, cash generation and performance against strategic goals such as people development. Based on their absolute financial performance and performance against their business metrics, bonuses for each business segment funded at the following levels in 2015:

Business Segment	Funding Times Target
Timberlands	1.08
Wood Products	1.57
Cellulose Fibers	1.13
Corporate Staff	1.26

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As a result of our significant progress toward the Company's operational excellence and people development goals in 2015, the named executive officers received payments under our annual incentive cash bonus plan ranging from 139% to 173% of target levels for 2015. Long-term incentive grants for executive officers in 2015 included a mix of forms of equity, with 50% of the value of the award granted as PSUs, 25% of the value granted as stock options, and 25% of the value granted as RSUs, consistent with the long-term incentive grant mix since 2011.

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PSUs granted in 2015 will be earned based on the Company’s relative TSR over the three-year period 2015–2017, with 100% of the shares that are earned (as certified by the Compensation Committee) vesting and becoming payable at the end of the three-year performance period. PSUs granted in 2014 were earned based on the Company’s performance against cash flow targets for 2014 and relative TSR over a two-year period (2014–2015). For PSUs granted in 2014, the Company exceeded the 2014 cash flow target and ranked at the 37th percentile with regard to relative TSR for 2014 and 2015. As a result, the named executive officers earned 102% of their 2014 grants. Fifty percent of the earned shares from the 2014 PSU grants vested and were payable to the officers in February 2016 and the remaining 50% will vest and become payable in two equal annual installments in February 2017 and 2018.

At our 2015 annual meeting, more than 97% of the votes cast supported our executive compensation program.

Shareholder Engagement

Shareholder Communication.

We believe that maintaining an active dialogue with our shareholders is important to our long-term success. We value the opinions of our shareholders and other stakeholders and welcome their views throughout the year on key issues, such as portfolio strategy, capital allocation, corporate governance, transparent public disclosure, sustainability, corporate social responsibility and compensation.

How the Compensation Committee Considered the 2015 Advisory Vote on Our Executive Compensation Program.

We received a level of support greater than 97% in 2015 for our shareholder advisory vote on “say-on-pay” and a 96% level of support in 2014. In general, we believe our shareholders support our overall compensation philosophy, programs and practices. Our Compensation Committee and board of directors value the opinions of our shareholders and consider those opinions when making compensation decisions. To the extent we receive a significant vote against the compensation of our named executive officers, we will consider our shareholders’ concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

NAMED EXECUTIVE OFFICERS

Our named executive officers (NEOs) for 2015 were:

Executive Officer	Title
Doyle R. Simons	President and Chief Executive Officer
Patricia M. Bedient	Executive Vice President and Chief Financial Officer
Adrian M. Blocker	Senior Vice President, Wood Products
Rhonda D. Hunter	Senior Vice President, Timberlands
Catherine I. Slater	Senior Vice President, Cellulose Fibers

COMPENSATION PHILOSOPHY AND PRINCIPLES

Our compensation philosophy is to motivate and reward employees for performance that will result in superior financial results and create long-term value for shareholders. We do this by generally targeting base pay at or slightly below the competitive median and targeting incentive pay, which is tied directly to performance, at or slightly above the competitive median. We tie pay to performance by:

- measuring individual, business and company performance;
- using performance to differentiate the amount of incentive compensation; and
- allocating more reward dollars to higher performers.

Our goal is to ensure Weyerhaeuser’s executive compensation programs are competitive and support key financial, strategic and human resources objectives. These include:

- attracting and retaining highly skilled executives;
- tying total compensation opportunities to the achievement of the Company’s short- and long-term financial and strategic goals; and
- enhancing the commonality of interests between management and shareholders by encouraging executives to think and behave like owners.

The following key compensation principles guide the design and administration of the Company’s compensation program:

maintain total compensation opportunities at market-competitive levels;

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clearly communicate desired behavior and use incentive pay to reward the achievement of performance goals; provide a broad range of payout opportunities based on performance; and design simple pay programs to ensure employee understanding.

Total Compensation

To provide a competitive overall compensation and benefits package that is tied to creating shareholder value and that supports the execution of our business strategies, we use a range of compensation components. The combination and the amount of each component are influenced by the role of the executive in the Company, market data, and the total value of all the compensation and benefits available to the executive. Our compensation program for executive officers is comprised of:

Element	Objectives and Basis	Form
Base salary	Provide a minimum fixed level of compensation that is competitive for each role	Cash
Annual cash incentives	Annual incentive to drive company, business unit and individual performance	Cash
Long-term incentives	Long-term incentive to drive company performance, align executives' interests with shareholders' interests, and retain executives through long-term vesting and potential wealth accumulation	PSUs, stock options and RSUs
Special bonuses	Reward extraordinary performance and attract and retain top talent for key roles within the organization	Cash or equity
Retirement benefits	Provide means to save for retirement	Eligibility to participate in a tax-qualified defined benefit pension plan, a tax-qualified defined contribution 401(k) plan, and a non-qualified supplemental retirement plan
Deferred compensation benefits	Allow executives to defer compensation on a tax-efficient basis	Eligibility to participate in a deferred compensation plan
Medical and other benefits	Provide competitive benefits package that generally includes benefits offered to all employees	Health and welfare plans, and other broad-based employee benefits

Compensation Mix

We seek to accomplish our executive compensation goals through an appropriate mix of short-term and long-term compensation, by providing a larger percentage of our executive officers' total

compensation opportunity in the form of equity compensation, and by ensuring that a significant portion of our executive officers' total pay opportunity is in the form of performance-based compensation.

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The following charts illustrate 2015 target compensation for Mr. Simons and an average for all other NEOs by type of compensation. A significant portion (approximately 70% and 63%, respectively) of the total compensation of our CEO and our NEOs is performance-based.

Fixed vs. performance-based compensation. We believe our mix of fixed (primarily base salary and RSUs) and performance-based compensation (primarily annual cash incentive plan, PSUs and stock options), with a significant weighting toward performance-based compensation at the executive officer level, supports the Company's overall pay-for-performance culture and drives superior business performance. The percentage of an employee's compensation opportunity that is performance-based, versus fixed, is based primarily on the employee's role in the Company. In general, employees with more ability to directly influence overall Company and business segment performance have a greater portion of variable, performance-based pay at risk through short- and long-term incentive programs.

Short-term vs. long-term compensation. We believe our mix of short-term (primarily base salary and annual cash incentive plan) and long-term (primarily PSUs, stock options and RSUs) incentives, with a significant portion of total compensation provided through long-term incentives for our executive officers, encourages focus on both long-term strategic objectives and shorter-term business objectives without introducing excessive risk. In general, employees with more ability to directly influence overall Company and business segment performance have a greater portion of their overall compensation provided through long-term incentives.

Cash vs. equity compensation. We believe our mix of cash (primarily base salary and annual cash incentive plan) and equity (primarily PSUs, stock options and RSUs) compensation, with a significant portion of each executive officer's total compensation opportunity coming through equity incentive grants, closely aligns the interests of our executive officers with those of our shareholders. In general, employees with more ability to directly influence overall Company and business segment performance have a greater portion of total pay opportunity provided through equity incentive programs.

Performance Management

Our policy is to reward achievement of specific financial, strategic and individual performance goals. We use an annual Performance Management Process (PMP) for our employees to assess individual performance. In the PMP process, each employee, including each of our NEOs, establishes his or her performance goals at the beginning of the year in consultation with the employee's manager. The CEO's performance goals are recommended by the Compensation Committee and approved by the board of directors. We assess the employee's performance against these performance goals. Performance goals may include a broad spectrum of metrics aligned with achieving our vision, such as safety results, workforce effectiveness, financial and operating results, people development, governance and corporate responsibility, environment and sustainability, and customer value delivery. At the

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end of the year, the employee's performance is assessed against these multiple goals, which results in an aggregate ranking of exceeds, achieves or below. The employee's individual performance ranking is one important factor in decisions regarding compensation. The Compensation Committee and the board of directors review the CEO's performance against his goals annually.

Key performance goals for our NEOs in 2015 were principally in the areas of: cash flow generation, operational excellence, relative competitive performance, capital effectiveness, strategic priorities, safety, workforce effectiveness, and people development. Mr. Simons' principal individual performance goals for 2015 were based on the three key levers on which the Company is focused to drive shareholder value: portfolio, performance and capital allocation as well as growth and achievement against the Company's vision. For 2015 compensation decisions, each of our NEOs was determined to have performed at the level of achieves or above in relation to his or her performance goals.

Forms of Long-Term Incentive Compensation

In 2015, grants under our long-term incentive program for senior officers, including our NEOs, included a mix of forms of equity, with 50% of the value of the award granted as PSUs, 25% of the value granted as stock options and 25% of the value granted as time-vested RSUs. This mix puts more compensation at risk for senior executives and provides for greater rewards if superior performance is generated.

Market Positioning

The Company uses comparative executive compensation data publicly available from a designated peer group of companies in combination with executive compensation survey data to evaluate the competitiveness of our executive compensation program. We use this data to design our program to focus executive officers on meeting Company performance objectives. Our objective is to set total target compensation and benefit levels within the

median range of market pay and benefit levels. Each component of total compensation and other benefits is intended to be consistent with market practices as established by the peer group described below to help the Company attract and retain talented executives and incentivize them to produce superior long-term shareholder returns.

We review market compensation levels to determine whether total target compensation for our executive officers remains in the targeted median pay range and make adjustments when needed. This assessment includes evaluation of base salary, annual incentive opportunities and long-term incentives. In addition, we review other rewards such as health benefits and retirement programs relative to the market. We also review the competitive performance of our peers to help establish performance targets for incentive plans and to assess appropriate payout levels for performance. In analyzing this information, we compare the pay of individual executives if we believe the positions are sufficiently similar to make meaningful comparisons and we consider each executive's level of responsibility, prior experience, job performance, contribution to the Company's success and results achieved. We do not target a specific percentile in the range of comparative data for each individual or for each component of our compensation program. The Compensation Committee exercises its business judgment and discretion and does not apply formulas or assign factors specific mathematical weights.

For the market assessment conducted in 2014 to help the Compensation Committee set 2015 target pay opportunities, total target compensation for our NEOs relative to similarly situated executive officers in the competitive market was: Mr. Simons, at median; Ms. Bedient, slightly above median; Mr. Blocker, slightly below median; Ms. Hunter, slightly above median; and Ms. Slater, slightly above median. See Compensation Components below for details.

Table of Contents**Peer Group**

When establishing target pay opportunities for our NEOs for 2015, the Compensation Committee reviewed competitive market data in 2014 for the following group of comparator companies, comprised of basic materials and manufacturing companies and REITs:

Company	Revenue(1) (\$MM)	Market Cap(2) (\$MM)
Air Products & Chemicals, Inc. (APD)	\$ 10,439	\$ 30,868
Alcoa Inc. (AA)	\$ 23,114	\$ 18,614
American Tower Corp (AMT)	\$ 3,996	\$ 39,190
Celanese Corporation (CE)	\$ 6,859	\$ 9,212
CF Industries Holdings, Inc. (CF)	\$ 4,853	\$ 13,555
Domtar Corporation (UFS)	\$ 5,543	\$ 2,593
Eastman Chemical Company (EMN)	\$ 9,443	\$ 11,267
Equity Residential (EQR)	\$ 2,584	\$ 26,032
General Growth Properties, Inc. (GGP)	\$ 2,643	\$ 24,870
International Paper Company (IP)	\$ 24,923	\$ 22,697
MeadWestvaco Corporation (MWV)	\$ 5,567	\$ 7,443
Mosaic Company (MOS)	\$ 8,859	\$ 17,034
Nucor Corporation (NUE)	\$ 20,996	\$ 15,647
Plum Creek Timber Company, Inc. (PCL)	\$ 1,379	\$ 7,527
Potash Corp of Saskatchewan Inc. (POT)	\$ 6,754	\$ 29,305
PPG Industries, Inc. (PPG)	\$ 15,355	\$ 31,722
Prologis Inc. (PLD)	\$ 1,888	\$ 21,515
Rock-Tenn Company (RKT)	\$ 9,895	\$ 8,539
United States Steel Corporation (X)	\$ 17,704	\$ 3,890
75th Percentile	\$ 12,897	\$ 25,451
50th Percentile	\$ 6,859	\$ 17,034
25th Percentile	\$ 4,424	\$ 8,875
Weyerhaeuser Company (WY)	\$ 7,871	\$ 18,860

(1) 4Qs of revenue closest to 2014 calendar year-end

(2) As of 12/31/2014

Each year the Compensation Committee, working with its independent compensation consultant, reviews the composition of the peer group and determines whether any changes should be made. For 2015, Alcoa, Inc., American Tower Corp, General Growth Properties, Inc., Mosaic Company, Potash Corp of Saskatchewan Inc. and Prologis Inc. were added to the peer group. In 2015, Ashland, Inc., AvalonBay Communities, Inc., Boston Properties, Inc., Cliffs Natural Resources, Inc., Huntsman Corporation, Rayonier Inc. and Vornado Realty Trust were removed from the peer group.

These changes to the peer group were made to include a higher proportion of REITs and to have the peer group companies more closely align with the Company's industries and size.

In addition to reviewing the current pay practices of these peer companies, the Compensation Committee reviews various pay surveys, including surveys of pay practices of forest products companies and comparably-sized manufacturing companies as well as general industry data for similarly-sized companies. The peer group and survey data are generally reviewed separately to understand pay differences, if any, by industry or business segment and to assess whether any changes in pay data from year to year reflect true market trends.

COMPENSATION COMPONENTS DETERMINATION OF COMPENSATION**Base Salary**

Base salary is the principal fixed element of executive compensation. In setting base salaries for executives, our Compensation Committee generally targets base salary to be at or near the median level for the applicable role among the peer group companies described above. We also

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consider other factors to allow us to meet our objective of attracting and retaining critical talent, such as the Company's performance, the executive's individual performance, and his or her experience and potential to assume roles with greater responsibility. The Compensation Committee reviews executive salaries on an annual basis. Increases in salaries generally are based on the market level salary for the role in which the executive serves, individual performance assessments, overall Company budgets and specific talent needs. Based on the competitive assessment conducted in late 2014, Mr. Simons' 2015 base salary was below median to reflect the Company's general philosophy to have a greater portion of the CEO's pay at risk through short-and long-term incentive programs versus base pay. Base salary for Ms. Bedient was above median. Base salary for each of Mr. Blocker, Ms. Hunter and Ms. Slater was below median.

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Base salaries for our NEOs in 2015 were:

Named Executive Officer	Percentage Increase	
	Over 2014	2015 Base Salary
Doyle R. Simons	5.3%	\$ 1,000,000
Patricia M. Bedient	4.9%	\$ 640,000
Adrian M. Blocker (1)	17.8%	\$ 530,000
Rhonda D. Hunter	6.0%	\$ 530,000
Catherine I. Slater (1)	17.8%	\$ 530,000

(1) Base salary was increased by 17.8% for each of Mr. Blocker and Ms. Slater to recognize their new roles, experience in their respective position and to more closely align with the median market range.

Short-Term Incentive Plan

Our Annual Incentive Plan (AIP) is an annual cash bonus plan designed to:

- motivate our executive officers, including our NEOs, and other participants to generate strong financial performance and achieve our strategic goals;
- link pay to performance; and
- attract and retain top talent employees.

Each AIP participant is assigned a target bonus opportunity that reflects competitive practices in the market for similar positions. The AIP is funded based on achieving the pre-established financial performance and business scorecard measures described below. The actual bonus amounts awarded to individual employees are based on the level of plan funding and the individual employee’s individual performance against his or her performance goals. Executives with a performance rating of “achieves” will generally receive an award at or near the bonus level funded by financial and business performance.

AIP Performance Measures and Plan Mechanics

The AIP focuses on the performance of the Company’s three business segments: Timberlands, Wood Products and Cellulose Fibers. Because the Company’s businesses tend to be cyclical and influenced by separate factors, we view each of the Company’s businesses separately. The AIP is designed to be easy for employees to understand and give them a clear view of the effect of their business improvement efforts on their compensation.

AIP funding is calculated using financial performance metrics and business scorecard metrics, with the financial performance metrics weighted 70% and the business scorecard metrics weighted 30%.

Employees of each business segment, including the executive officer leading a segment, receive bonuses under the AIP based on:

- the performance of the business against its financial performance metrics targets, which are funds from operations (FFO) for Timberlands and return on net assets (RONA) for Wood Products and Cellulose Fibers;
- the performance of the business against its business scorecard metrics; and
- the performance of each employee against his or her individual performance goals.

The CEO and staff function employees receive annual bonuses based on a simple average of actual funding of the AIP for the three businesses – Timberlands, Wood Products and Cellulose Fibers (based one-third on each business segment’s funding) modified by the performance of the individual employee against his or her performance goals. This funding mechanism is designed to make the CEO accountable for the results of all of our businesses and to focus corporate staff efforts on helping each of the businesses be successful.

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Earnings before interest and taxes (EBIT) is used in our calculations of FFO and RONA and is defined as net earnings, less earnings from discontinued operations and interest income, plus income tax expense and interest expense, net of capitalized interest.

FFO is defined as EBIT, less gains on Section 1031 exchanges and large asset sales, plus depletion, depreciation and amortization, plus the net book value from cash land sales, and less fertilizer spending. We use FFO as a performance measure for the Timberlands business because it is a commonly used metric by real estate investment trusts (REITs) to measure operating performance. FFO is intended to focus participants on generating cash flow, which supports the Company's focus on a growing and sustainable dividend for shareholders.

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RONA is defined as EBIT divided by average net assets. We define net assets for Wood Products and Cellulose Fibers as total segment assets less cash and cash equivalents and current liabilities. We use RONA as the principal performance measure for our Wood Products and Cellulose Fibers businesses because of its strong link over time to total shareholder return in the basic materials sector and for Weyerhaeuser. The use of this measure is intended to focus participants on generating profitability, both through increasing revenues and controlling costs. In addition, use of this measure reinforces the importance of making capital investments that will improve the Company's overall returns.

While we report our financial results in accordance with U.S. GAAP, for the reasons described above we base our incentive programs' financial targets, including the AIP, on non-GAAP financial measures such as FFO and RONA.

The Compensation Committee has discretion to adjust the FFO or RONA calculations for special items as appropriate. For AIP purposes in 2015, we excluded gains on Section 1031 land exchanges, charges for restructurings, and a charge for our share of an asset impairment recorded by an equity affiliate.

Financial Performance Metrics

The 2015 financial performance metrics for AIP funding:

- for the Timberlands business, were based on the FFO achieved by the business;
- for the Wood Products and Cellulose Fibers businesses, were based on the RONA achieved by the respective business; and
- for the CEO and staff function employees, were based on a simple average of actual funding of the AIP for the three businesses' Timberlands, Wood Products and Cellulose Fibers (one-third for each business segment's funding).

Targets for the financial performance metrics are established by the Compensation Committee at the beginning of each plan year and are not subject to adjustment by management. The Compensation Committee determines the level of FFO and RONA performance necessary for funding the threshold, target and maximum levels, which represent funding at 20%, 100% and 200% of target levels, respectively. If the applicable FFO result (for Timberlands) or RONA result (for Wood Products, Cellulose Fibers) is below the threshold, the funding level for this portion of the AIP is 0%. Targets for the AIP's financial performance metrics are established based on a variety of factors:

- The near-term outlook, prior year performance and competitive position influences the performance goal set for target funding for the Timberlands business.
- The cost of capital and competitive position influences the performance goal set for target funding for the Wood Products and Cellulose Fibers businesses.
- Internal benchmarks of outstanding performance influence the performance goal set for maximum funding.

For 2015, the Compensation Committee set RONA and FFO funding targets for the businesses and the Company at the following levels:

	Metric	Threshold (20% of Target Funding)	Target (100% of Target Funding)	Maximum (200% of Target Funding)
Timberlands	FFO	\$ 622M	\$ 777M	\$ 972M
Wood Products	RONA	6%	12%	22%
Cellulose Fibers	RONA	6%	12%	22%

Business Scorecard Metrics

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The remainder of the AIP funding determination (30%) is based on the performance of each business against certain controllable business metrics approved in advance by the Compensation Committee (the business scorecard). The

business scorecard metrics measure performance against achievement of the Company's vision in areas such as people development and operational excellence, financial and competitive performance, cost competitiveness and performance against strategic goals and priorities.

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Bonus Opportunities Under the AIP

At the beginning of the year, each AIP participant, including each of our NEOs, was assigned a target bonus opportunity that reflected competitive practices in the market for similar positions. Target bonus opportunities in 2015 were 140% of base salary for our CEO and 85% of base salary for all other NEOs. Under the AIP, the bonus for each executive officer can range from 0% to 300% of the target incentive value. Funding based on the financial performance and business scorecard metrics ranges from 0% to 200% of target. Based on individual performance, such funded amounts may be modified by 0 to 150%, i.e., decreased to 0% of target or increased up to a maximum of 300% of target value. Targets set for the NEOs were based on competitive market practices and designed to focus the executive on financial performance, operational excellence and people development.

AIP Bonus Allocation Process

After the end of each plan year, the Compensation Committee approves the funding for the AIP based on the performance of each business against its pre-determined financial performance metrics and business scorecard metrics. The bonus opportunities for executive officers are adjusted up or down from each officer's target opportunity based on the level of funding achieved (e.g., 50% funding would reduce an officer's target opportunity by half). Funded awards are allocated to executive officers based on each officer's individual performance rating against his or her pre-established performance goals, based on a qualitative and quantitative assessment of performance (see Compensation Philosophy and Principles Performance Management) and other individual performance criteria. In general, an executive officer with a performance rating of achieves receives an annual incentive award at or

near his or her funding-adjusted individual target level. Similarly, an executive officer with an exceeds rating may receive an annual incentive award greater than his or her individual funding-adjusted target level and an executive officer with a below rating will typically receive less than the individual funding-adjusted target incentive opportunity.

The board of directors determines the bonus to be paid to our CEO based on the recommendation of the Compensation Committee. The Compensation Committee determines the bonuses to be paid to executive officers based on recommendations by our CEO and chief human resources officer.

For 2015, the Compensation Committee also established overall performance measures of cash flow (net cash from operations meets or exceeds \$500 million) and EPS (diluted net earnings attributable to Weyerhaeuser common shareholders meets or exceeds \$0.50). These pre-established objective performance measures were established to qualify bonuses to covered employees as deductible performance-based compensation under Section 162(m) of the Internal Revenue Code. See Other Factors Affecting Compensation Limitations on Deductibility of Compensation below for more information. Achievement of the cash flow and EPS performance measures established the maximum award level for each NEO. Once met, the actual payouts of short-term incentives are based on consideration of the performance measures under the AIP and the exercise of negative discretion by the Compensation Committee. In determining actual 2015 payouts for our NEOs, the Compensation Committee first confirmed that the cash flow and EPS performance measures were attained. Failure to attain either of these measures would have resulted in forfeiture of each NEO's entire AIP bonus opportunity.

AIP Funding and Allocation Illustration

Individual AIP awards are calculated as follows (the amounts correlate to Mr. Simons' 2015 AIP funding calculations):

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For 2015, AIP funding multiples were as follows:

Business (Financial Measure)	Financial Performance Metrics		Business Scorecard Metrics		2015 Total Funding Multiple [A+B]
	2015 Financial Results	Funding Multiple [A]	2015 Scorecard Results	Funding Multiple [B]	
Timberlands (1)	\$ 725MM	0.51	Exceeds	0.57	1.08
Wood Products (2)	20.2%	1.27	Achieves	0.30	1.57
Cellulose Fibers (2)	10.2%	0.53	Exceeds	0.60	1.13
Chief Executive Officer and other staff functions (3)	n/a	0.77	n/a	0.49	1.26

(1) Based on segment FFO.

(2) Based on segment RONA.

(3) Based on performance of Timberlands, Wood Products and Cellulose Fibers (weighted one-third for each business segment). AIP bonus targets and actual payout amounts for our NEOs in 2015 were:

Executive Officer	Target Bonus (% of Base Salary)		Target Bonus Amount (\$) [A]	Total Funding Multiple [B]	Adjustment Based on Performance Rating (\$) [C](1)	2015 Bonus Earned (\$)	2015 Bonus Earned (% of Target)
	Target Bonus Amount (\$)	Target Bonus Amount (\$)				[(A x B) + C]	
Doyle R. Simons	140%	\$ 1,400,000	\$ 1,400,000	1.26	\$ 186,000	\$ 1,950,000	139.3%
Patricia M. Bedient	85%	\$ 544,000	\$ 544,000	1.26	\$ 239,560	\$ 925,000	170.0%
Adrian M. Blocker	85%	\$ 450,500	\$ 450,500	1.57	\$ 71,715	\$ 779,000	172.9%
Rhonda D. Hunter	85%	\$ 450,500	\$ 450,500	1.08	\$ 195,460	\$ 682,000	151.4%
Catherine I. Slater	85%	\$ 450,500	\$ 450,500	1.13	\$ 179,935	\$ 689,000	152.9%

(1) See Compensation Philosophy and Principles Performance Management and Short-Term Incentive Plan AIP Bonus Allocation Process above for more information on how this adjustment is made.

Mr. Simons' bonus under the AIP was above target due, in part, to the AIP funding multiple for the CEO and other staff functions funding above target. The board of directors recognized Mr. Simons' strong leadership in driving significant progress against the Company's operational excellence and people development goals in 2015, as well his leadership and vision on key strategic matters such as the merger with Plum Creek and the exploration of strategic alternatives for the Cellulose Fibers business. The board of directors and Compensation Committee determined that Mr. Simons had earned a top performance rating for the year and that his AIP award for 2015 should therefore reflect the high performance rating. However, Mr. Simons expressed a preference to the board of directors that his 2015 bonus be adjusted downward somewhat to reflect the fact that the Company's total shareholder return in 2015 was not reflective of his expectations for the Company's performance and that his bonus should be aligned with the interests of shareholders. Notwithstanding the

board's positive assessment of Mr. Simons' performance in 2015, the board of directors honored Mr. Simons' request and adjusted his 2015 AIP bonus downward to 139.3% of his target bonus for the year.

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Ms. Bedient's bonus was above target due, in part, to the AIP funding multiple for the CEO and other staff functions funding above target. Ms. Bedient's AIP was further increased to recognize her leadership in capital allocation matters and with key portfolio changes, including the Plum Creek merger and exploration of strategic alternatives for the Cellulose Fibers business. Mr. Blocker's bonus was above target because the AIP multiple for the Wood Products business funded well above target. Mr. Blocker's AIP was further increased due to his operational excellence achievements in 2015, including effective capital management. Ms. Hunter's bonus was above target because the AIP multiple for the Timberlands business funded above target. Ms. Hunter's AIP was further

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increased due to her leadership on the Plum Creek merger as well as Timberlands' strong results against operational excellence and people development goals. Ms. Slater's bonus was above target because the AIP multiple for the Cellulose Fibers business funded above target. Ms. Slater's AIP was further increased due to the business' strong results against operational excellence goals, including efficiency and safety, as well as the progress on people development within Cellulose Fibers.

Long-Term Incentive Compensation

Each year, target long-term incentive award opportunities are set for each of the Company's executives, including our NEOs. Target award opportunities generally are set at or above the median of peer companies, reflecting the Company's desire to have a greater proportion of pay tied to performance and long-term shareholder value. Grants of long-term incentives are not guaranteed. In addition, these opportunities may be increased or decreased based on the executive officer's performance rating using the criteria described in Compensation Philosophy and Principles Performance Management. Participants do not receive an equity grant if performance against their performance goals does not meet minimum standards. The Compensation Committee also considers competitive market conditions, expected future contributions to the Company and retention concerns in determining the final grants to executive officers.

Weyerhaeuser makes its annual long-term incentive grants to employees in February of each year at the regular meeting of the Compensation Committee, which typically is within one to two weeks after the

Company publicly releases earnings. The Compensation Committee meeting date was the effective grant date for the annual equity grants to all participants in 2015, other than grants made to the CEO which were granted the following day at the meeting of the full board of directors. For executive officers who are hired or promoted during the year, the Compensation Committee considers compensation levels in connection with the board's appointment of the executive and may approve equity grants for the executive that are effective upon the later of (i) the officer's start date or the effective date of the promotion or (ii) the date the grant is approved by the Compensation Committee.

Total Long-Term Incentive Compensation Grants

The Compensation Committee established a target level of long-term incentives for each executive officer position relative to the median of competitive market long-term incentive levels. For 2015, the target long-term incentive values for the NEOs were:

Executive Officer	2015 Target Long-Term Incentive Value (1)
Doyle R. Simons	\$ 5,850,000
Patricia M. Bedient	\$ 1,592,000
Adrian M. Blocker	\$ 1,400,000
Rhonda D. Hunter	\$ 1,400,000
Catherine I. Slater	\$ 1,400,000

(1) These amounts reflect the approved target value of long-term incentive compensation granted to each NEO in 2015. The actual grant-date fair values of these grants, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, are shown in the Summary Compensation Table on page 42 and the Grants of Plan-Based Awards For 2015 table on page 44.

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The long-term incentive awards were granted in the form of PSUs, stock options and time-vested RSUs, with approximately 50% of the value of the award granted in the form of PSUs, approximately 25% of the value in the form of stock options, and approximately 25% of the value in the form of RSUs.

Performance Share Unit Awards

PSUs are tied to achievement of the Company's long-term operational objectives and are designed to align pay and performance, a key Company goal. Weyerhaeuser grants PSUs to executive officers to incent production of superior long-term shareholder returns and achievement of strategic business goals. PSUs align compensation with shareholder interests by focusing the executive officer on long-term shareholder return compared to other large-cap companies, represented by the constituents of the S&P 500 index, and an industry peer group of companies.

2015 PSUs

A target number of PSUs were granted to the NEOs in 2015, as shown in the following table.

Named Executive Officer	Performance Share Units
Doyle R. Simons	80,700
Patricia M. Bedient	21,977
Adrian M. Blocker	19,326
Rhonda D. Hunter	19,326
Catherine I. Slater	19,326

The actual number of PSUs earned may range from 0 to 150% of the target number of PSUs based on the Company's total shareholder return (TSR) during the three-year performance period 2015-2017 relative to, with equal weighting, (1) TSR for the constituents of the S&P 500 index and (2) TSR for a designated industry peer group of companies.

The industry peer group of companies selected to be used to determine relative TSR for 2015 PSUs includes: Boise Cascade Company, Canfor Corporation, Catchmark Timber Trust, Deltic Timber Corporation, Domtar Corporation, International Paper Company, Louisiana-Pacific Corporation, Potlatch Corporation, Rayonier Inc., St. Joe Company, Universal Forest Products and West Fraser. MeadWestvaco was removed from the group due to its merger with RockTenn and Plum Creek was removed from the group due to the Merger with the Company. PSUs granted in 2015 will only be earned at the end of the three-year performance period if the Company achieves its designated performance goals, as certified by the Compensation Committee. These measures ensure that payouts under the PSUs are strongly aligned with shareholders. Payout percentages at various levels of relative TSR performance for the 2015 PSUs are illustrated in the table below.

TSR Percentile Rank	Payout % of Target Awards (1)
< 25th percentile	0%
25th percentile	50%
50th percentile	100%
³ 75th percentile	150%

(1) Payout percentages for TSR performance above the 25th percentile will be linearly interpolated between percentiles, with a maximum of 150%.

Table of Contents**2014 PSUs**

For PSUs granted in 2014, the number of PSUs earned was based on the Company's performance against two measures:

- a one-year measure of the Company's cash flow in 2014; and
- a two-year measure of the Company's TSR relative to the S&P 500 during 2014 and 2015.

Cash flow is defined as the Company's net change in cash and cash equivalents excluding payments for dividends, share repurchases and debt including any use of cash for early prepayment of debt; cash received from the exercise of stock options, debt issuance and issuance of stock; acquisitions and dispositions beyond those identified as non-strategic in the annual plan; and adjusted for changes in book overdrafts and collateral posted for letters of credit. In 2014, cash flow excluded transaction costs and expenses associated with the disposition of the WRECO business as well as the cash proceeds from the disposition.

For 2014 grants of PSUs, the cash flow targets were the following:

2014 grants	Cash Flow	
	Performance \$ Mil.	% of Target Award
	<\$ 550	0%
	\$ 600	25%
	\$ 650	50%
	\$ 700	75%
Target performance	\$ 750-800	100%
	\$ 875	125%
	\$ 925	150%

The Company's cash flow (calculated for purposes of the PSUs) was \$843 million in 2014, resulting in an initial number of PSUs from the 2014 grant being earned at 114% of target. These initially-earned PSUs would be increased by 20% if our relative TSR was at or above the 75th percentile of the S&P 500, and decreased by 20% if our relative TSR was at or below the 25th percentile of the S&P 500, with linear interpolation of the adjustment for relative TSR between the 25th percentile and 75th percentile. The Company's two-year TSR ranking relative to the S&P 500 for 2014-2015 was at the 37th percentile. As a result, initially-earned PSU

were decreased by 10.3% and the NEOs earned 102% of the target number of their 2014 PSUs.

Executive Officer	Initial Number of 2014 Performance Share Units Earned Based on Cash Flow	Final Number of 2014 Performance Share Units Earned Based on 2-Year TSR Ranking
Doyle R. Simons	97,854	87,775
Patricia M. Bedient	29,418	26,387
Adrian M. Blocker	13,970	12,531
Rhonda D. Hunter	15,263	13,690
Catherine I. Slater	13,970	12,531

Fifty percent of the earned 2014 PSUs were vested and payable to the participants as of the second anniversary of the grant date. Of the remaining 2014 PSUs, half will vest and be payable to the participant as of the third anniversary of the grant date and half will vest and be payable as of the fourth anniversary of the grant date, assuming the participant remains an employee of the Company.

Stock Options

Stock options align executives' interests with those of shareholders since stock options have realizable value only when the Company's stock price increases. Stock options have an exercise price equal to 100% of the fair market value of one share of stock on the grant date. The value of the stock options granted to our NEOs in 2015 was approximately 25% of the value of the long-term incentive grant, with the specific value of the long-term incentive grant based on the factors described above under Long-Term Incentive Grants. The number of stock options granted to each executive is calculated by dividing the intended grant value of the stock options by the Black-Scholes option value (as described in Note 17 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K). In 2015, the following awards of stock options were granted to the NEOs:

Executive Officer	Stock Options
Doyle R. Simons	242,819
Patricia M. Bedient	66,123
Adrian M. Blocker	58,149
Rhonda D. Hunter	58,149
Catherine I. Slater	58,149

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Stock options generally have a term of 10 years from the date of grant and vest ratably over 4 years with 25% vesting on each of the first, second, third and fourth anniversaries of the grant date.

Restricted Stock Unit Awards

The Company grants RSU awards to align the interests of executive officers with those of our shareholders by creating a strong incentive to create and preserve long-term shareholder value. Through RSUs, executive officers, like our shareholders, share both the risks and rewards of stock ownership. In addition, RSUs reward total shareholder return, whether delivered through share price appreciation or dividends. The Company believes this is appropriate since, as a REIT, our dividend distribution requirements lead to a significant portion of our total shareholder return being delivered through dividends. Through multi-year vesting, the RSU grants also serve as a strong retention vehicle.

The value of the RSUs granted in 2015 to the NEOs was approximately 25% of the value of the long-term incentive grant, with the specific value of the long-term incentive grant based on the factors described above under Long-Term Incentive Grants. In 2015, the following RSU awards were granted to the NEOs:

Executive Officer	Restricted Stock Units
Doyle R. Simons	41,278
Patricia M. Bedient	11,241
Adrian M. Blocker	9,885
Rhonda D. Hunter	9,885
Catherine I. Slater	9,885

RSUs vest ratably over 4 years with 25% vesting on each of the first, second, third and fourth anniversaries of the grant date. During the vesting period, unvested awards are credited with dividend equivalents, which are subject to the same vesting and release schedule as the original RSU awards.

Other Benefits

All U.S. salaried employees, including executive officers, are eligible for:

- a tax-qualified defined benefit pension plan, if hired before January 1, 2014;
- in lieu of participation in a defined benefit pension plan, if hired on or after January 1, 2014 a non-elective employer contribution in a tax-qualified defined contribution 401(k) or savings plan;
- a tax-qualified defined contribution 401(k) or savings plan;
- health and dental coverage;
- Company-paid term life insurance;
- disability insurance;
- paid time off; and
- paid holidays.

These rewards are designed to be competitive with overall market practices and are in place to attract and retain high-level talent. In addition, executive officers may be eligible to participate in a non-qualified supplemental retirement plan if hired before January 1, 2014, or a supplemental defined contribution retirement plan if hired on or after January 1, 2014, a deferred compensation plan, and to receive other benefits described below.

Supplemental Retirement Plan and Supplemental DC Plan

Executives and other highly-paid officers in the U.S. are eligible to participate in the Supplemental Retirement Plan (the Supplemental Plan), if hired before January 1, 2014. The Supplemental Plan provides the benefits that were not provided under the qualified defined benefit plan due to compensation limits imposed by the Internal Revenue Code. We provided the Supplemental Plan to our executives because it was a competitive practice within the basic materials industry and the Compensation Committee believed that the Company should provide competitive retirement benefits linked to overall Company performance through the Supplemental Plan. Supplemental Plan benefits are paid from the general funds of the Company, not from the tax-qualified Weyerhaeuser Pension Plan (the Pension Plan). Consistent with general market practices, benefits

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under the Supplemental Plan are determined based on compensation paid in the five consecutive years when the executive officer was paid the highest total compensation during the 10 calendar years before retirement. Total compensation means base salary plus any award under the Company's eligible annual incentive compensation plans, limited to one times base pay. This amount is multiplied by the formula for determining salaried plan benefits under the Pension Plan. Details of the Supplemental Plan benefits and the amounts accrued to each NEO are found in the Pension Benefits Table. Executives and other highly-paid employees hired on or after January 1, 2014 are

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eligible to participate in the Weyerhaeuser Supplemental Defined Contribution Plan (the Supplemental DC Plan). The Supplemental DC Plan is intended to be a replacement plan for participants who are not eligible to receive a benefit under the Pension Plan. The Supplemental DC Plan provides for non-elective employer contributions equal to 5% of bonus pay plus the amount that would otherwise be provided under the tax-qualified defined contribution 401(k) plan if deferred compensation were included in the definition of pay and without regard to the compensation limits imposed by Internal Revenue Code Section 401(a)(17) described above.

Deferred Compensation

Selected high-level employees, including executive officers, also are eligible to participate in a deferred compensation plan. This deferral plan provides the opportunity to defer up to 50% of base salary and up to 100% of cash bonuses into an interest-bearing account for payment at a future date. This plan is provided to be competitive in the market for executive talent, and to provide executives with tax planning flexibility at a nominal cost to the Company. The interest earned for deferred compensation is determined each year by the Compensation Committee. The current interest rate formula is 120% of the applicable federal long-term rate (AFR) as published by the IRS in January of the plan year. The 2015 rate of 3.21% is not considered to be a preferential return as it is based on the applicable long-term federal rate.

In addition, under the deferred compensation plan, eligible participants, including executive officers, can choose to defer all or a portion of any cash bonus into a deferral account denominated in Weyerhaeuser common stock equivalent units. The Company applies a 15% premium to the deferred amounts if payment is delayed for at least five years. The value of the deferred account grows or declines based on the performance of Weyerhaeuser stock (plus dividends). The purpose of the program is to further align executive interests with those of shareholders by providing an incentive linked to the performance of Weyerhaeuser common stock. Contributions during 2015 and year-end account balances can be found in the Non-Qualified Deferred Compensation table.

Additional Benefits

There are no significant additional benefits. We do not provide perquisites, vehicles for personal use, personal travel for executives on Company aircraft or tax-gross ups.

OTHER FACTORS AFFECTING COMPENSATION

Limitations on Deductibility of Compensation

Section 162(m) of the Internal Revenue Code limits the tax deductibility of compensation paid by a public company to its CEO and the three other most highly compensated executive officers (other than the company's chief financial officer) to \$1 million per year. There are exceptions to this limit, such as for performance-based compensation that meets certain requirements that have been approved by our shareholders.

For 2015, the Compensation Committee conditioned annual bonus payments under the AIP for these covered employees on attainment of certain pre-established objective performance measures. If any of such performance measures were attained, the Compensation Committee was authorized to award a cash bonus under the AIP up to the maximum amount approved by our shareholders under the 2013 Plan. This process is intended to qualify the AIP bonus awards as performance-based compensation under Section 162(m) and thereby permit those awards to be fully deductible. However the requirements of Section 162(m) are complicated and subject to interpretation and change, so these plans may not

qualify from time to time. The performance measures adopted by the Compensation Committee for 2015 were:

Cash flow: net cash from operations meets or exceeds \$500 million

EPS: diluted net earnings attributable to Weyerhaeuser common shareholders meets or exceeds \$0.50
Based on criteria established at the beginning of the performance period, the Compensation Committee adjusted the results on which the performance measures were based to eliminate the effects of specified items. The adjustments were intended to ensure that performance achievement represented the underlying performance of the core businesses. The categories of adjustments that

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were approved by the Compensation Committee related to items such as significant acquisitions or divestitures, significant litigation or claim judgments or settlements, the effects of changes in tax laws or accounting principles, and extraordinary, non-recurring charges.

During the first quarter of 2016, the Compensation Committee certified achievement of each of the performance measures that had been established for 2015. The Compensation Committee has the negative discretion to approve bonuses *lower* than the maximum permitted awards. This permitted the Company to pay the actual bonuses described in this proxy statement based on the processes and criteria discussed under Compensation Components Determination of Compensation above.

In structuring total compensation for our CEO and our other NEOs, the Compensation Committee considers, among other things, whether a form of compensation will be deductible for federal income tax purposes. However, other factors may be of greater importance than preserving the tax deductibility for a particular form of compensation and the Compensation Committee retains the discretion to award compensation that may not be deductible, consistent with our compensation philosophy and principles.

Change in Control Agreements

The Company has entered into change in control agreements with each of its executive officers. The Compensation Committee believes that change in control policies are an important element of the executive compensation program, support shareholder value creation and are necessary to attract and retain senior talent in a competitive market. Because the agreements give the executive officers reasonable assurance of transitional employment support, the Compensation Committee believes executive officers are able to maintain a more balanced, shareholder-focused approach to change in control situations. The Compensation Committee believes it is appropriate to have such agreements provided the agreements are subject to periodic review. The Compensation Committee periodically reviews the benefits provided under the agreements to ensure that they serve the Company's interests in retaining these key executives, are consistent with market practice and are reasonable.

These agreements provide for specified payments and other benefits if the officer's employment was terminated by the Company or its successor during the period beginning on the effective date of a change in control of the Company and ending 24 months after a change in control. Change in control payments are not made if the termination is for cause, retirement, disability or death. Change in control payments also may be required if the officer leaves voluntarily because of significant changes in the officer's circumstances following the change in control. See the description of the specific factors that would result in a change in control payment and the amounts that can be received in connection with a change in control in Potential Payments Upon Termination or Change in Control below. The changes triggering a change in control payment and the amounts paid are intended to enable executive officers to have a balanced perspective in making overall business decisions and to be competitive within overall market practices.

In addition, the Company's long-term incentive plans provide that in the event the officer is terminated, other than for cause, during the period beginning the effective date of a change in control and ending 24 months after a change in control of the Company, all outstanding options held by the officer become exercisable, RSUs are vested and PSUs will vest and pay out at target. The accelerated vesting and payout of equity grants in the event of a change in control are intended to allow the executives to recognize the value of their contributions to the Company and encourage executive officers to take a balanced perspective in making overall business decisions in the context of a change in control scenario. The agreements do not provide for payment of golden parachute excise taxes, if any.

Severance Agreements

The Company has severance agreements with each of its executive officers. Under these agreements, the executive receives severance benefits upon termination unless the termination is for cause, is a result of the Company's mandatory retirement policy, is because of the death or disability of the executive or is because the executive leaves or retires voluntarily. The specific amounts that executive officers would receive as severance payments are described in Potential Payments Upon Termination or Change in Control below. The Compensation Committee believes that severance

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policies are an essential component of the executive compensation program and are necessary to attract and retain senior talent in a competitive market. The Compensation Committee believes it is appropriate to have such agreements provided the agreements are subject to periodic review. The Compensation Committee periodically reviews the benefits provided under the agreements to ensure that they serve the Company’s interests in retaining these key executives, are consistent with market practice and are reasonable.

CEO Employment Agreement

In recognition of Mr. Simons’ transformational leadership of Weyerhaeuser since 2013, on February 17, 2016 the Company entered into an executive employment agreement (the “Employment Agreement”) with Doyle R. Simons, the Company’s president and chief executive officer. The Company’s board of directors believes that Mr. Simons has played, and will continue to play, a vital role in maximizing shareholder value and positioning Weyerhaeuser for long-term success. As the Company moves forward with integrating the Merger with Plum Creek and completing the strategic alternatives review of the cellulose fibers business, in addition to its continued drive for operational excellence within the businesses, the board of directors determined that it was in the best interests of the Company and shareholders to enter into the Employment Agreement to ensure Mr. Simons’ continued leadership of the organization through the term of the Employment Agreement.

A summary of the material terms of the Employment Agreement is set forth below:

The term of the Employment Agreement is five years.

Mr. Simons’ annual base salary will be \$1,000,000 per year, subject to increase (but not decrease) by the board at its discretion.

Mr. Simons will be eligible to participate in the Company’s annual cash incentive bonus plan (a performance-based incentive plan) with a target value of not less than 150% of his base salary, although in any year the board may pay a greater or lesser amount in its discretion based on its assessment of his performance.

Mr. Simons will be eligible to receive annual grants under the Company’s long-term incentive compensation plans on terms and conditions no less favorable than the awards made generally to other senior executives. The target value for such long-term incentive grants will be no less than the target value of the long-term incentive grants made to Mr. Simons in 2016. However, the actual payout under any particular long-term incentive award may be greater or lesser than the target value in any year based on actual achievement against performance goals or targets as the board may determine is appropriate.

Mr. Simons will be eligible to participate in the Company’s other benefit plans (such as pension, health insurance and life insurance) on the same basis as other senior executives.

Mr. Simons will continue to be covered by the Company’s existing change in control and severance agreements (collectively the “Severance Agreements”) (see “Change in Control Agreements” and “Severance Agreements” above for more information).

If Mr. Simons terminates the Employment Agreement due to Retirement (as defined in the Employment Agreement), all equity awards will remain outstanding and vest on their regularly scheduled vesting date (or earlier as provided in the Severance Agreements, if applicable), except that a pro-rata portion of any equity awards granted within the one year prior to the Retirement will be forfeited.

Mr. Simons’ employment will remain at will and the Employment Agreement and his employment may be terminated by the Company or Mr. Simons at any time for any reason or no reason.

Retention Agreement

In connection with its announced strategic alternatives review of the Company’s cellulose fibers business, the Company entered into a retention award agreement with Catherine I. Slater on November 4, 2015. The Company believes the retention agreement is appropriate and in the best interests of the Company because Ms. Slater will play a critical role leading the strategic alternatives review process. Subject to certain conditions, Ms. Slater will receive a \$1.5 million cash payment if she supports the strategic alternatives review process and remains employed through the closing of a transaction involving the cellulose fibers business. The retention award will be forfeited upon an earlier termination of employment, other than involuntarily termination without cause, or failure to satisfy the other conditions set forth in her retention agreement.

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RELATIONSHIP WITH COMPENSATION COMMITTEE CONSULTANT

Cook & Co. has been engaged by the Compensation Committee to act as its compensation consultant and to assist the committee with its responsibilities related to the Company's executive and board of director compensation programs. A representative of Cook & Co. attends Compensation Committee meetings, as requested, and communicates with the Chair of the Compensation Committee between meetings.

The Compensation Committee has the sole authority from the board of directors for the appointment, compensation and oversight of the Company's independent compensation consultant.

Cook & Co. reports directly to the Compensation Committee and all work conducted by Cook & Co. for Weyerhaeuser is on behalf of the committee. Cook & Co. provides no services to the Company other than these executive and board of director compensation consulting services, and has no other direct or indirect business relationships with the Company or any of its affiliates. All executive compensation services provided by Cook & Co. are conducted under the direction and authority of the Compensation Committee.

In addition, in its engagement agreement with the committee, Cook & Co. agrees to advise the Chair of the Compensation Committee if any potential conflicts of interest arise that could cause Cook & Co.'s independence to be questioned, and to undertake no projects for Weyerhaeuser management except at the request of the Compensation Committee Chair and as agent for the Compensation Committee. The Compensation Committee has reviewed the independence of Cook & Co. and has concluded that Cook & Co.'s work has not raised any conflict of interest.

MANAGEMENT'S ROLE IN THE EXECUTIVE COMPENSATION PROCESS

The Company's CEO and chief human resources officer each played an important role in the Compensation Committee's executive compensation process for 2015 and regularly attended committee meetings. The CEO provided his opinions to the committee regarding executive compensation matters generally and the performance of the executives reporting to him. The chief human resources officer presented recommendations to the committee on the full

range of annual executive compensation decisions. At the committee's February 2015 meeting, human resources executives presented the committee with specific compensation recommendations for all executives other than the CEO. These recommendations were developed in consultation with the CEO and accompanied by market data provided by the Compensation Committee's compensation consultant. The committee exercised its independent discretion whether to accept management's recommendations and made final decisions about each executive officer's compensation. Decisions related to the CEO's compensation were made independently by the committee, in consultation with its consultant, and recommended to the full board of directors. Wayne Murdy, the committee's chair in 2015, also met periodically with human resources executives to confer on current and upcoming topics likely to be brought before the committee.

COMPENSATION COMMITTEE REPORT

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The Compensation Committee acts on behalf of the board of directors to establish and oversee the Company's executive compensation program in a manner that serves the interests of Weyerhaeuser and its shareholders. For a discussion of the Compensation Committee's policies and procedures, see "Committees of the Board" Compensation Committee above.

The Company's management has prepared the CD&A for the NEOs listed in the Summary Compensation Table. The Compensation Committee has reviewed and discussed with management the CD&A included in this proxy statement. Based on this review and discussions, the committee recommended to the board of directors that the CD&A be included in the proxy statement for the Company's 2016 annual meeting of shareholders.

The current members of the Compensation Committee are set forth below. The members of the Compensation Committee who participated in the review, discussion and approval of the Compensation Discussion and Analysis included in this proxy and who remain as members of the board of directors are Mr. Kieckhefer and Ms. Williams.

Charles R. Williamson,

Nicole W. Piasecki

Chairman
Mark A. Emmert

Lawrence A. Selzer

John I. Kieckhefer

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Mr. Kieckhefer served as a member of the Compensation Committee during 2015. In 2015, in addition to Mr. Kieckhefer, Wayne W. Murdy (chairman), Debra A. Cafaro and Kim Williams served as members of the Compensation Committee. Effective as of February 19, 2016, Mr. Williamson, Mr. Emmert and Mr. Selzer were appointed to the Compensation Committee, with Mr. Williamson being named chairman. None of the members of the Compensation Committee was an officer of the Company or any of its subsidiaries during 2015 or any prior period. No executive officer of the Company served as a member of the Compensation Committee or as a director of any company where an executive officer of such company is a member of the Compensation Committee or is a director of the Company.

CODE OF ETHICS

The Company's Code of Ethics was first adopted in 1976. The Code of Ethics currently is in its eighth edition and is issued to all directors and employees. It also is available to customers, contractors, suppliers and the public. The current edition of the Code of Ethics is available on the Company's web site at www.weyerhaeuser.com under Sustainability at the top of the page, then Governance, then Operating Ethically, and then by clicking the Code of Ethics icon. Paper copies may be obtained by written request to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 or by email to CorporateSecretary@Weyerhaeuser.com. If a listed company's board of directors or a board committee grants a waiver under the Code of Ethics for an executive officer or director, NYSE rules require that the waiver be disclosed to shareholders. If we grant such a waiver, we will provide notice of the waiver on the Company's website at www.weyerhaeuser.com. We did not grant any such waivers for executive officers or directors in 2015.

ANTI-HEDGING POLICY AND TRADING RESTRICTIONS

The Company has a policy that prohibits our directors and executive officers from hedging their ownership of the Company's stock, including trading in options, puts, calls, or other derivative instruments related to Company stock or debt. The policy also prohibits directors and executive officers from pledging Company stock and trading Company stock on margin. A copy of the Company's policy is available on the Company's website at www.weyerhaeuser.com under Investors at the top of the page, then Corporate Governance and then under Policies & Documents. Paper copies may be obtained by written request to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 or by email to CorporateSecretary@Weyerhaeuser.com.

CLAWBACK POLICY

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The Company has an incentive compensation clawback policy to ensure that incentive compensation is paid based on accurate financial and operating data, and the correct calculation of performance against incentive targets. It provides that in the event of a restatement of the financial or operating results of the Company or one of its business segments, the Company may seek recovery of incentive compensation that would not otherwise have been paid if the correct performance data had been used to determine the amount payable. A copy of the Company's clawback policy is available on the Company's website at www.weyerhaeuser.com under Investors at the top of the page, then Corporate Governance and then under Policies & Documents. Paper copies may be obtained by written request to Weyerhaeuser Company, Attention: Corporate Secretary, P.O. Box 9777, Federal Way, WA 98063-9777 or by email to CorporateSecretary@Weyerhaeuser.com.

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STOCK OWNERSHIP REQUIREMENTS

Stock ownership requirements for executive officers have been in place since 1996, and were most recently amended in 2015. Under the current requirements, each executive officer must acquire

and hold a multiple of his or her base salary in shares of Weyerhaeuser stock. Minimum ownership levels are based on the executive's salary grade and range from one to six times base salary as follows:

Position	Holding Requirement	Sources Included
CEO	6X base salary value	direct ownership of common shares
EVPs	3X base salary value	
SVPs	2X base salary value	the value of amounts deferred into a stock equivalent account (through the voluntary deferral program described above)
		shares of Company stock held in the Company's 401(k) plan

Until the required ownership levels are achieved, executives must retain 75% of the net profit shares acquired when RSUs and PSUs vest. Net profit shares are shares remaining after payment of taxes upon vesting.

SHAREHOLDER ADVISORY VOTE ON NEO COMPENSATION

The Company annually seeks a shareholder vote on a proposal to approve on an advisory basis the compensation of our NEOs. This proposal, commonly known as a "say-on-pay" proposal, was supported by more than 97% of the votes cast at last year's annual meeting. Our board of directors and our Compensation Committee value the opinions of our shareholders and consider the results of the say-on-pay vote. To the extent there are significant votes against our NEO compensation as disclosed in this proxy statement we will consider our shareholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns in making future compensation decisions.

RISK ANALYSIS OF OUR COMPENSATION PROGRAMS

The Compensation Committee reviews our compensation plans and policies to ensure that they do not encourage unnecessary risk taking and

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instead encourage behaviors that support sustainable value creation. In 2015, the committee, with the assistance of Cook & Co., reviewed the Company's compensation policies and practices for employees, including NEOs, and believes that our compensation programs are not reasonably likely to have a material adverse effect on the Company. We believe the following factors reduce the likelihood of excessive risk-taking:

- the program design provides a balanced mix of cash and equity, short-term and long-term incentives, fixed and performance-based pay, and performance metrics;
- maximum payout levels for incentive awards are capped;
- the Compensation Committee has downward discretion over incentive program payouts;
- executive officers are subject to share ownership guidelines;
- compliance and ethical behaviors are integral factors considered in all performance assessments;
- the Company has adopted policies prohibiting hedging and pledging by executives and directors; and
- the Company has adopted a clawback policy.

Table of Contents**SUMMARY COMPENSATION TABLE**

The following table sets forth information regarding 2015 compensation for each of our 2015 NEOs. 2014 and 2013 compensation is presented for the executive officers who were also NEOs in 2014 and 2013. The Summary Compensation Table and the 2015 Grants of Plan-Based Awards table should be viewed together for a more complete representation of both the annual and long-term incentive compensation elements of our compensation program.

Name and Principal Position	Year	Salary (1)(\$)	Stock Awards (2)(\$)	Option Awards (3)(\$)	Non-Equity Incentive Plan Comp (4)(\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (5)(\$)	All Other Comp (6)(\$)	Total (\$)
Doyle R. Simons	2015	987,500	4,265,369	1,420,491	1,950,000	150,153	7,950	8,781,463
President and Chief Executive Officer	2014	950,000	3,957,023 1,874,688	1,321,206	1,712,000	149,103	275,335	8,144,434
Patricia M. Bedient	2013	493,269	1,161,578	624,997	918,508	478,511	7,950	4,186,797
Executive Vice President and Chief Financial Officer	2015	632,500	1,188,231 1,225,483	386,820	925,000	600,971	8,808	3,592,359
Adrian M. Blocker	2014	610,000	397,114	811,000	209,934	8,766	3,616,124	
Senior Vice President, Wood Products	2013	607,500	366,131	650,000	113,261	25,450	3,067,814	
Rhonda D. Hunter	2015	520,962	1,021,460 564,261	340,172	779,000	96,563	37,986	2,800,305
Senior Vice President, Timberlands	2014	437,500	188,577	609,000			1,933,887	
Catherine I. Slater	2015	522,500	1,021,460 616,507	340,172	682,000	613,801 664,435	7,950 48,671	3,187,883
Executive Vice President, Cellulose Fibers	2014	477,308	206,041	578,000			2,590,962	
	2015	520,962	1,021,460	340,172	689,000	290,916	7,950	2,870,460

(1) The amount reported in this column for each executive officer reflects the dollar amount of base salary paid in cash in the fiscal year.

(2) Amounts in this column for all grants of RSUs and PSUs to all officers included in the table and for all periods reflect the grant date fair value of awards granted under the Company's long-term incentive plans computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Details regarding 2015 stock awards can be found in the table Grants of Plan-Based Awards. Details regarding outstanding stock awards can be found in the table Outstanding Equity Awards At Fiscal Year End. The grant date fair value for PSUs is reported based upon the probable

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outcome of the performance conditions on the grant date. The value of the 2015 and 2014 PSU grants assuming achievement of the maximum performance levels would have been: Mr. Simons \$4,205,882 (2015) and \$3,942,493 (2014); Ms. Bedient \$1,145,369 (2015) and \$1,185,270 (2014); Mr. Blocker \$1,007,223 (2015) and \$562,857 (2014); Ms. Hunter \$1,007,223 (2015) and \$614,941 (2014); and Ms. Slater \$1,007,223 (2015). The value of the 2013 PSU grants based on actual performance levels were: Mr. Simons \$3,286,078; and Ms. Bedient \$885,152.

(3) Amounts in this column for all grants of stock options to all officers included in the table and for all periods reflect the grant date fair value of awards granted under the Company's long-term incentive plans computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Assumptions used in the calculation of these values are included in Note 17 of Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K. Details regarding 2014 stock option awards can be found in the table Grants of Plan-Based Awards. Details regarding outstanding stock option awards can be found in the table Outstanding Equity Awards At Fiscal Year End.

(4) Amounts for Mr. Simons, Ms. Bedient, Mr. Blocker, Ms. Hunter and Ms. Slater represent the value of the incentive awards earned in fiscal year 2015, 2014 and 2013 based on the Company's performance and the performance of the Company's businesses against performance levels set by the Compensation Committee of the board of directors. The measures are described in Compensation Discussion and Analysis Compensation Components Determination of Compensation Short-Term Incentive Plan AIP Performance Measures and Plan Mechanics above.

(5) Amounts represent annual changes in the actuarial present value of accumulated pension benefits. There were no preferential earnings on nonqualified deferred compensation in 2015.

(6) Amounts reported for 2015, 2014 and 2013 that represent All Other Compensation for each of the NEOs are described in the following table:

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ALL OTHER COMPENSATION

Name	Year	Company				Total (\$)
		Contribution to Defined Contribution Plan (\$)	Executive Term Life Insurance Premium (\$) (1)	Premium Contribution to Deferred Compensation (\$)	Other (\$)	
Doyle R. Simons	2015	7,950	0		7,950	
		7,800				
	2014	7,650	1,008		55,102	
				46,294		
Patricia M. Bedient	2013	7,950	472		275,335	
		7,800		267,213		
	2015	7,950	0		7,950	
		7,800				
Adrian M. Blocker	2014	7,650	1,008		8,808	
	2013	7,950	1,116		8,766	
		7,800	0		17,500(2)	
Rhonda D. Hunter	2015	7,950	0		7,950	
		7,800		29,178		
Catherine I. Slater	2014	7,950	1,008		48,671	
		7,800	0	39,863	7,950	

(1) As of 2015, the executive term life insurance benefit is no longer provided.

(2) Amount represents a payment made to Mr. Blocker in connection with his relocation to Washington and foregone service on an industry association board.

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GRANTS OF PLAN-BASED AWARDS FOR 2015

The following table provides information for each of our NEOs regarding 2015 annual and long-term incentive award opportunities, including the range of potential payouts under non-equity and equity incentive plans. Specifically, the table presents the 2015 grants of annual incentive awards, PSU awards, stock options, and RSU awards.

Grant Date(1)	Estimated Future Payout Under Non-Equity Plan Awards			Estimated Future Payouts Under Equity Plan Awards			Stock Awards: Number of Shares of Stock or Units	Option Awards: No. of Securities Under- lying Options (#)	Exercise or Base Price of Option Awards (\$/Sh) (2)	G D C P (\$)
	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
2/13/2015	280,000	1,400,000	4,200,000							
2/13/2015				20,175	80,700	121,050				
2/13/2015							41,278			
2/13/2015								242,819	35.430	3
2/12/2015	108,800	544,000	1,632,000							
2/12/2015				5,494	21,977	32,965				
2/12/2015							11,241			
2/12/2015								66,123	35.405	3
2/12/2015	90,100	450,500	1,351,500							
2/12/2015				4,832	19,326	28,989				
2/12/2015							9,885			
2/12/2015								58,149	35.405	3
2/12/2015	90,100	450,500	1,351,500							
2/12/2015				4,832	19,326	28,989				
2/12/2015							9,885			
2/12/2015								58,149	35.405	3
2/12/2015	90,100	450,500	1,351,500							
2/12/2015				4,832	19,326	28,989				

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LIST OF SCHEDULES

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Schedule 1.1 (a)	EBITDA
Schedule 1.1 (b)	Adjustments to Exit Price
Schedule 1.1 (c)	Example of Calculation of Exit Price
Schedule 2.1	SG Topco Structure of Ownership
Schedule 2.3	SG Topco Corporate Charter
Schedule 2.5	SG Topco Permitted Liabilities

THIS OPTION AGREEMENT (the Option Agreement), dated as of February 20, 2007, among Owens Corning, a company organized under the Laws of the State of Delaware (OC Parent), Owens Corning Composite Cooperatief U.A. (OC Topco), a company organized under the Laws of The Netherlands, Société de Participations Financières et Industrielles S.A.S., a company organized under the Laws of France (SG Parent), OC Parent and SG Parent collectively, the Parents), and Ondatra S.A.S., a company organized under the Laws of France (SG Topco).

WITNESSETH

WHEREAS, OC Topco, OC Parent, SG Topco and SG Parent have entered on the date hereof into (i) a Master Contribution Agreement (the Master Contribution Agreement), which contemplates the formation of Owens Corning Vetrotex Reinforcements as a *société privée à responsabilité limitée* organized under the Laws of Belgium (the Company) to be owned sixty percent (60%) by OC Topco and forty percent (40%) by SG Topco, and (ii) together with the Company in formation, a Joint Venture Agreement (the JV Agreement), which provides certain terms and conditions for the management and operations of the Joint Venture (as defined herein); and

WHEREAS, the Parties desire to grant to each other certain rights of purchase and sale with respect to their direct or indirect ownership interests in the Company;

NOW, THEREFORE, the Parties agree as follows:

ARTICLE I

DEFINITIONS

1.1 Definitions. Capitalized terms used in this Option Agreement shall have the meaning specified in Exhibit A.

ARTICLE II

WARRANTIES AND COVENANTS

2.1 Ownership Structure of SG Topco. Subject to Section 3.4(d), SG Parent and SG Topco undertake to maintain the structure of ownership of SG Topco in accordance with Schedule 2.1.

2.2 No Encumbrances. SG Parent and SG Topco undertake to keep the Ownership Interests in SG Topco, as well as any and all assets of SG Topco, including its Ownership Interests in the Company and the Management Company, free and clear of all rights of pledges, liens, mortgages or other encumbrances (other than as provided herein).

3.3 Form of Corporate Charter. SG Parent and SG Topco undertake that the purpose of SG Topco as defined in its corporate charter will be limited to the holding and management of its Ownership Interests in the Company and the Management Company, and other related ancillary activities.

3.4 Business of SG Topco. (a) SG Parent shall cause SG Topco not to, and SG Topco undertake not to, conduct any business activity other than the ownership and management of its Ownership Interests in the Company and the Management Company. (b)

Without limiting the generality of the foregoing, SG Topco shall not own any material asset other than the Ownership Interests in the Company and the Management Company, loan receivables from the Company in respect of SG Shortfall Shareholder Loans in accordance with the provisions of the Master Contribution Agreement and dividend rights from the Company or the Management Company and cash proceeds received on account of dividends paid by the Company or the Management Company.

2.5 Restricted Liabilities. SG Parent shall cause SG Topco not to, and SG Topco shall not, incur any material liabilities, actual or contingent, present or future, liquidated or not, or enter into any obligations or commitments, other than liabilities specifically listed in Schedule 2.5, loan payables to the Company in respect of SG Excess Shareholder Loans in accordance with the provisions of the Master Contribution Agreement and obligations or commitments incurred in the ordinary course of business in connection with the discharge of its tax, corporate and other good standing obligations. Prior to the transfer by SG Parent of its Ownership Interest in SG Topco, SG Parent shall cause SG Topco to, and SG Topco shall pay in full the liabilities listed in Schedule 2.5, any liabilities resulting from any unauthorized business activities of SG Topco in accordance with Section 2.4 and any debt due and payable by SG Topco.

2.6 Information.

a) Annually, within thirty (30) days after their adoption and in any case no later than June 30, SG Parent shall deliver to OC Parent a copy of SG Topco's annual financial statements, comprising a balance sheet, income statement and notes thereto, prepared in accordance with French GAAP, together with the opinion of SG Topco's independent auditors with respect thereto.

b) SG Parent shall keep OC Parent fully informed of any event or circumstance that might reasonably affect the exercise by OC Topco of its rights pursuant to Article III hereof or materially adversely impact the net worth of SG Topco in a timely manner.

2.7 Corporate Existence and Capital. On the Closing Date, SG Topco shall be an entity duly formed and validly existing, that has had no business activities from the date of its organization to the Closing Date. All the issued and outstanding Ownership Interests of SG Topco shall have been duly authorized, validly issued and fully paid and will be owned by SG Parent.

ARTICLE III

OPTIONS

3.1 SG Parent Put Option

a) As from the end of the forty-eighth (48th) month following the Closing Date, SG Parent shall have the right to be exercised pursuant to Section 3.4) to cause OC Topco, or its designee, to purchase all (but not less than 100%) of its Ownership Interests in SG Topco (the Put Option).

b) Subject to Schedule 1.1, the purchase price for all of SG Parent's Ownership Interests in SG Topco purchased pursuant to the Put Option shall be equal to the sum of the Exit Price, the Management Company Price and the Target Price.

3.2 OC Topco Call Option

a) As from the end of the forty-eighth (48th) month following the Closing Date, OC Topco, or its designee, shall have the right (to be exercised pursuant to Section 3.4) to purchase all (but not less than all) of SG Parent's Ownership Interests in SG Topco (the Call Option).

b) The purchase price for all of SG Parent's Ownership Interests in SG Topco purchased pursuant to the Call Option shall be equal to the sum of the Exit Price, the Management Company Price and the Target Price.

3.3 Change of Control

a) In addition to the Put Option and the Call Option set forth in Sections 3.1 and 3.2, respectively, SG Parent shall have the following right to sell its Ownership Interests in SG Topco in the event of an OC Change of Control and OC Topco shall have the following right to purchase SG Parent's Ownership Interests in SG Topco in the event of a Change of Control.

b) In the case of any Change of Control, the Parent experiencing the Change of Control shall provide the other Parent with written notice of such event ten (10) days prior to the effective date of such event (the Change of Control Notice). Such Change of Control Notice shall include the name and details of the OC Competitor or the SG Competitor, as applicable, involved in such Change of Control and the details of the Change of Control, including the effective date.

c) In the case of an OC Change of Control, SG Parent shall have the right (to be exercised pursuant to Section 3.4) to cause OC Topco, or its designee, to purchase all (but not less than all) of its Ownership Interests in SG Topco (the Change of Control Put Option) by delivering an Option Exercise Notice within thirty (30) days of its receipt of the Change of Control Notice. If no Option Exercise Notice is delivered within such thirty (30) day period, SG Parent's Change of Control Put Option shall lapse with respect to such OC Change of Control.

d) In the case of an SG Change of Control, OC Topco, or its designee, shall have the right (to be exercised pursuant to Section 3.4) to purchase all (but not less than all) of SG Parent's Ownership Interests in SG Topco (the Change of Control Call Option) by delivering an Option Exercise Notice within thirty (30) days of its receipt of the Change of Control Notice. If no Option Exercise Notice is delivered with such thirty (30) day period, OC Topco's

Change of Control Call Option shall lapse with respect to
such SG Change of Control.

e) In the event either OC Topco or SG Parent exercises
its respective Change of Control Option, the purchase
price for all of the Ownership Interests in SG Topco shall
be equal to the sum of Exit Price, the Management
Company Price and the Target Price, provided that if such
exercise occurs prior to the forty-eighth (48th) month
following the

Closing Date, the Exit Price shall be calculated as if the Change of Control Option had been exercised after the end of the forty-eighth (48th) month but before the end of the sixtieth (60th) month following the Closing Date except that neither the performance premium nor the minimum threshold, in each case as set forth in Schedule 1, shall be applicable).

6.4 Option Exercise Procedure

a) Annually, together with the preparation of the annual financial statements of the Company for the relevant Fiscal Year, the Parties shall cause the Company to (i) prepare a statement setting forth, in reasonable detail, the Company's calculation of the Exit Price and the Management Company Price as of the end of the relevant Fiscal Year as if such date was the End Date (based, to the extent available, on audited financial statements), (ii) obtain a statement of confirmation of such calculation from the JV Auditors and (iii) send such statement to the Parties, together with the JV Auditors' statement of confirmation and the underlying audited financial statements if applicable, no later than March 31 following the end of the relevant Fiscal Year.

b) Each of OC Topco and SG Parent shall have the right, but not the obligation, to exercise its respective applicable Option during the relevant time period set forth in this Option Agreement by delivering a written notice (the Option Exercise Notice) to the other party, indicating its exercise of such right, which notice shall be irrevocable. A copy of such notice shall also be sent to the Company.

c) The Option Exercise Notice shall be effective if delivered to the relevant party in accordance with Section 6.1 of this Option Agreement within the time period specified in Sections 3.1(a), 3.2(a), 3.3(c) and 3.3(d), as applicable.

d) (1) To the extent that the Option Exercise Notice is made on a date other than any date during the first quarter of any Fiscal Year or December 31, the Parties shall cause the Company to (i) prepare a statement setting forth, in reasonable detail, the Company's calculation of the Exit Price (including the performance premium, if applicable) and the Management Company Price for the relevant period (based, to the extent available, on audited financial statements), (ii) obtain a statement of confirmation of such calculation from the JV Auditors and (iii) send such information to OC Topco and SG Parent, together with the JV Auditors' statement of confirmation, and the audited financial statements if available, no later than sixty (60) days after the Option Exercise Notice. (2) In addition, in the event of an Option Exercise Notice, SG Parent shall (i) prepare an audited balance sheet of SG Topco as of the End Date, using French GAAP, (ii) based on such balance sheet, prepare a statement setting forth, in reasonable detail, an estimate of the calculation of the Target Price as of the Exit Date (taking into account the uncertainty as to the Exit Date), and (iii) send such information and the

underlying audited financial statements to OC Topco no later than sixty (60) days after the Option Exercise Notice. Twenty (20) days before the Exit Date, SG Parent shall provide an updated estimate of the Target Price as of the Exit Date, which estimate will be used as the Target Price paid on the Exit Date, subject to Section 3.5. Furthermore, if there is a SG Excess Shareholder Loan, the Parents shall cause the loan payable to the Company (together with the accrued interests thereon) to be converted by the Company into capital of SG Topco immediately prior to the Exit Date.

(1) Unless either OC Topco or SG Parent notifies the other within

forty-five (45) days after receipt from the Company of the statements delivered annually set forth in Section 3.4(a) of any specific objections to paragraph (A) of the Exit Price, either OC Topco or SG Parent shall be entitled to contest any component of paragraph (A) of the Exit Price for any Fiscal Year for which no specific objection has been notified. In case either OC Topco or SG Parent notifies the other party of any specific objections to the statements delivered in accordance with Section 3.4(a) within forty-five (45) days after receipt of the relevant statement which notice must set forth such objecting party's determination of the value for such item), the parties shall attempt to settle such objections within fifteen (15) days from the receipt of the notice of objection. (2) In case either OC Topco or SG Parent notifies the other party of any specific objections to the statements delivered in accordance with Section 3.4(d) within forty-five (45) days after receipt of the statements delivered in accordance with Section 3.4(d) (which notice must set forth such objecting party's determination of the value for such item), the parties shall attempt to settle such objections within fifteen (15) days from the receipt of the notice of objection; it being understood that neither party shall be entitled to object to any component of paragraph (A) of the Exit Price for any Fiscal Year which was finally determined in accordance with Section 3.4(e)(1). (3) If OC Topco and SG Parent are unable to reach agreement within such periods set forth above, only those matters specifically objected to shall be submitted to and decided by Grant Thornton, London Office, or in the event Grant Thornton, London Office is conflicted, an internationally known independent accounting firm (the Unaffiliated Firm), at the request of either party. The Unaffiliated Firm shall only consider the matters in dispute and all other matters shall be deemed finally resolved. Each party to the dispute must provide the Unaffiliated Firm in writing its determination of the value of each of the matters in dispute within five (5) days after the Unaffiliated Firm is commissioned. The Unaffiliated Firm shall give both parties the opportunity to present their arguments in writing and shall make its determinations promptly by delivering to OC Topco and SG Parent its determination of the Exit Price, including the performance premium, if applicable, the Management Company Price and/or the Target Price, as applicable, within thirty (30) days after its commissioning by either party. The Unaffiliated Firm's determinations shall, in the absence of manifest error, be final and binding upon OC Topco and SG Parent. The fees and expenses, if any, of the Unaffiliated Firm shall be shared by OC Topco and SG Parent in inverse proportion to their respective success on the merits and such allocation of fees and expenses shall be calculated by the Unaffiliated Firm and shall be conclusive and binding on the parties. Each party shall otherwise bear its own fees and expenses.

(f) SG Parent shall make available to OC Topco and its advisors and, upon reasonable request, to the Unaffiliated Firm, the books, records, documents and work papers underlying the preparation of the documents referred to in

the second sentence of Section 3.4(d). In addition, the parties shall cause the Company and the Management Company to make available to OC Topco and SG Parent and their advisors and, upon reasonable request, to the Unaffiliated Firm, the books, records, documents and work papers underlying the preparation of the documents referred to in Section 3.4(a) and in the first sentence of Section 3.4(d).

g) The transfer of all of SG Parent's Ownership Interests in SG Topco, and payment therefor by OC Topco or its designee(s), shall take place (A) in the case of the exercise by OC Topco of its Call Option or Change of Control Call Option, (i) thirty (30) days after the Exit Price, including the performance premium, if applicable, the Management Company Price and the Target Price shall have been determined in accordance with the

provisions of this Section 3.4, or (ii) thirty (30) days after receipt of all necessary regulatory approvals, whichever is later, and (B) in the case of the exercise by SG Parent of its Put Option or Change of Control Put Option, (iii) forty-five (45) days after the Exit Price, including the performance premium, if applicable, the Management Company Price and the Target Price shall have been determined in accordance with the provisions of this Section 3.4, (ii) thirty (30) days after receipt of all necessary regulatory approvals, or (iii) one-hundred eighty (180) days after the Option Exercise Notice, whichever is later, in each case at the registered office of the Company or such other place as shall have been agreed between the Parties (the day on which the closing of such transaction takes place, the Exit Date). The purchase price shall be paid in USD and shall bear interest calculated daily from the End Date to the date of payment, at the Interest Rate. SG Parent shall deliver to OC Topco (A) with respect to SG Topco, (i) the register of share transfers (*registre des mouvements de titres*) and the individual shareholder accounts (*fiches individuelles d actionnaires*) on which the sale of the Ownership Interests shall have been duly registered, (ii) a duly completed and executed tax form (*CERFA form 2759*) required in order to register the transfer of the Ownership Interests with the French tax authorities, (B) unconditional resignation letters, effective on the date of transfer, of the directors and corporate officers of SG Topco, and of the directors of the Company and the Management Company designated by SG Parent and (C) any other documents necessary for completion of the sale of the Ownership Interests in SG Topco.

(a) If the transfer of the Ownership Interests in SG Topco pursuant to an Option is subject to the approval of an administrative, regulatory or governmental authority, the Parties agree to use reasonable efforts to agree to reasonable commitments or undertakings that such authority may require from the Parties or the Company as a condition to the authorization of such transfer; provided however that OC Topco and its Affiliates shall in no event be required to agree to any commitments or undertakings that impact to any significant extent the value for them of the contemplated transaction.

(b) If either (A) SG Parent is no longer the sole shareholder of SG Topco (except as contemplated in the last sentence of Section 3.4(d)), (B) SG Topco or its Affiliates have breached Section 2.4(a) in any material respect, (C) SG Topco has, as of the Exit Date, any outstanding material debts or liabilities other than those permitted liabilities under Section 2.5 or (D) the Ownership Interests held by SG Parent in SG Topco are not free and clear of all rights of pledges, liens, options or other encumbrances as of the Exit Date, then OC Topco shall have the option to purchase the Ownership Interests owned by SG Topco in the Company and the Management Company instead of the Ownership Interests owned by SG Parent in SG Topco, for the same consideration less the Target Price, and SG Topco hereby grants such option right to OC Topco. In the event OC Topco exercises such

ption right, (i) if there are any SG Shortfall Shareholder loans, SG Topco shall, together with its Ownership interests in the Company and the Management Company, transfer, for no additional consideration, all rights and interests in such SG Shortfall Shareholder Loans including the accrued unpaid interest thereon through the Exit Date), if any and (ii) if there is a SG Excess Shareholder Loan, SG Topco shall repay the SG Excess Shareholder Loan (including the accrued unpaid interest thereon through the Exit Date), in which case, the Exit price shall be increased by the amount of such SG Excess Shareholder Loan (including the accrued unpaid interest thereon through the Exit Date). The relevant provisions of this Article III shall be read in such a case as referring to the Ownership Interests of the Company and the Management Company rather than the Ownership interests of SG Topco.

) To the extent that, in the twelve (12) month period following the End Date, the Joint Venture receives any indemnification payments pursuant to the indemnification provisions of the Master Contribution Agreement for extraordinary events (per U.S. GAAP) that reduced the Exit Price, OC Topco shall, within thirty (30) days after the receipt by the Joint Venture of any such payments, pay to SG Parent the product of (i) 0.4 and (ii) the amount of such indemnification payments.

3.5 Indemnity. SG Parent shall indemnify OC Parent and its Affiliates fully against, and agrees to defend and hold them harmless from, any and all losses, damages, costs and expenses incurred by any of them, upon acquisition of the Ownership Interests in SG Topco, resulting from (i) the legal title to the Ownership Interests purchased in SG Topco, the Company and the Management Company being defective or encumbered and (ii) any liability, actual or contingent, present or future, liquidated or not, in SG Topco not having been taken into account in the determination of the Target Price. This Section 3.5 shall survive the termination of this Option Agreement indefinitely.

3.6 Joint and several liability (*obligation solidaire*).

a) OC Topco and OC Parent will be jointly and severally liable (*obligation solidaire*) for any obligation of OC Topco under this Option Agreement.

b) SG Topco and SG Parent will be jointly and severally liable (*obligation solidaire*) for any obligation of SG Topco under this Option Agreement.

ARTICLE IV

TERMINATION OF THE OPTION AGREEMENT

4.1 Termination. The Option Agreement shall terminate on the earliest of the following dates:

a) at such time as either SG Parent or OC Parent, or their respective successors or Affiliates, shall cease to have an Ownership Interest, direct and indirect, in the Company;

b) upon notice from either SG Parent or OC Parent to the other Party, if the Closing shall not have been consummated by December 31, 2007; provided, however, that neither Party may terminate this Option Agreement pursuant to this clause (b) if the Closing shall not have been consummated by such date by reason of the failure of such Party or its Affiliates to perform, in all material respects, any of its or their respective covenants or agreements contained in any Transaction Document; and

c) on the tenth (10th) anniversary of the Closing Date.

ARTICLE V

SETTLEMENT OF DISPUTES

3.1 Dispute Resolution. Except as provided in Section 3.4(e), if there shall be any dispute, controversy or claim (Dispute) between an SG Party and an OC Party arising

out of, relating to, or connected with this Option Agreement, the breach, termination or invalidity hereof, or the provisions contained herein or omitted herefrom, the parties shall use their best efforts to resolve the matter on an amicable basis and in a manner fair and equitable to the parties and their Affiliates. If an SG Party notifies an OC Party or vice-versa that a Dispute has arisen and the parties are unable to resolve such Dispute within thirty (30) days from such notice, then the matter shall be referred to the Chief Executive Officer of OC Parent and the Président, HPM Division of Saint-Gobain, who shall act by mutual agreement on all such matters. No recourse to arbitration under this Option Agreement shall take place unless and until such representatives of the parties have been unable to resolve the Dispute within thirty (30) days after the expiration of the thirty (30) day period referred to above.

5.2 Arbitration. The parties irrevocably agree that any Disputes (other than as provided in Section 3.4(e)) that are not resolved in accordance with Section 5.1 within the two thirty (30) day periods mentioned therein shall be finally settled by arbitration in Brussels, by three arbitrators appointed and proceeding in accordance with the Rules of Arbitration (the ICC Rules) of the International Chamber of Commerce (the ICC) as the exclusive means of resolving such Disputes. For purposes of appointing such arbitrators, SG Parent and its Affiliates shall constitute one party and OC Parent and its Affiliates shall constitute another party. Each party to the dispute shall appoint one arbitrator. The third arbitrator shall be selected by the two party-appointed arbitrators or, failing agreement within thirty (30) days after the party-appointed arbitrators have been confirmed, by the ICC in accordance with the ICC Rules. All submissions and awards in relation to arbitration under this JV Agreement shall be made in English and all arbitration proceedings and all pleadings shall be in English.

5.3 Confidentiality of the Arbitration. Except as may be required by applicable law, stock exchange rules, governmental authorities, or in connection with the ordinary course operation of the Business, the parties agree to maintain confidentiality as to all aspects of the arbitration, including its existence and results, except that nothing herein shall prevent any party from disclosing information regarding the arbitration for purposes of enforcing the judgment of the arbitral tribunal or in any court proceedings involving the parties. The parties further agree to obtain the arbitral tribunal's agreement to preserve the confidentiality of the arbitration.

ARTICLE VI

MISCELLANEOUS

6.1 Notices. All notices, requests and other communications to any party hereunder shall be in writing (including telecopy or similar writing) and shall be given,

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to an OC Party:

Owens Corning

One Owens Corning Parkway

Toledo, Ohio 43659

Attention: General Counsel

Telecopy: +1 419-248-1723

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with copies (which shall not constitute notice) to:

Owens Corning
One Owens Corning Parkway
Toledo, Ohio 43659
Attention: Law Department
Telecopy: +1 419-248-1723

to Saint-Gobain:

Saint-Gobain
Les Miroirs
8 avenue d'Alsace
2096 La Défense Cedex

France
Attention: Bernard Field
Telecopy: + 33 1 47 62 31 69

with copies (which shall not constitute notice) to:

Saint-Gobain
Les Miroirs
8 avenue d'Alsace
2096 La Défense Cedex

France
Attention: Marie-Armelle Chupin
Telecopy: + 33 1 47 62 36 83

to SG Topco:

Saint-Gobain
Les Miroirs
8 avenue d'Alsace
2096 La Défense Cedex

France

Edgar Filing: WEYERHAEUSER CO - Form DEF 14A

Attention: Marie-Armelle Chupin

Telecopy: + 33 1 47 62 36 83

with copies (which shall not constitute notice) to:

Saint-Gobain

Les Miroirs

8 avenue d'Alsace

92096 La Défense Cedex

France

Attention: Bernard Field

Telecopy: + 33 1 47 62 31 69

to such other address or telecopy number and with such other copies, as such party may hereafter specify in writing for the purpose by notice to the other parties. Each such notice, request or other communication shall be effective (i) if given by telecopy, when such telecopy is transmitted to the telecopy number specified in this Section 6.1 and evidence of receipt is received or (ii) if given by any other means, upon delivery or refusal of delivery at the address specified in this Section 6.1.

6.2 Amendments; Waivers.

a) No provision of this Option Agreement may be amended or waived unless such amendment or waiver is in writing and signed, in the case of an amendment, by the parties, or in the case of a waiver, by the party against whom the waiver is to be effective.

b) No failure or delay by any party in exercising any right, power or privilege under this Option Agreement shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or future exercise thereof or the exercise of any other right, power or privilege.

6.3 Successors and Assigns. The provisions of this Option Agreement shall be binding upon and inure to the benefit of the parties and their respective successors. No party may assign, delegate or otherwise transfer any of its rights or obligations under this Option Agreement without the prior written consent, in the case of an SG Party, OC Parent, and in the case of an OC Party, SG Parent; provided, that the parties may assign their rights under this Option Agreement without the other parties' prior written consent upon written notice to the other parties (i) to any of their respective direct or indirect wholly owned subsidiaries (provided, that if any such Subsidiary assignee, delegatee or transferee shall at any time cease to be a direct or indirect wholly owned domestic Subsidiary of the assignor, delegator or transferor, as the case may be, the exception set forth in this clause (i) shall no longer apply and such assignment, delegation or transfer shall be void unless otherwise permitted under this Section 6.3). Notwithstanding the foregoing, no assignment, delegation or other transfer of rights under this Option Agreement shall relieve the assignor of any liability or obligation hereunder. Any attempted assignment, delegation or transfer in violation of this Section 6.3 shall be void.

6.4 Construction. As used in this Option Agreement, any reference to the masculine, feminine or neuter gender shall include all genders, the plural shall include the singular, and singular shall include the plural. References in this Option Agreement to a party or other Person include their respective successors and permitted assigns. The words include, includes and including when used in this Option Agreement shall be deemed to be followed by the phrase without limitation unless such phrase otherwise appears. Unless the context otherwise requires, references in this Option Agreement to Articles, Sections, and Schedules

shall be deemed references to Articles and Sections of, and Schedules to, this Option Agreement. Unless the context otherwise requires, the words hereof, hereby and herein and words of similar meaning when used in this Option Agreement refer to this Option Agreement in its entirety and not to any particular Article, Section, schedule or provision of this Option Agreement. With regard to each and every term and condition of this Option Agreement, the parties understand and agree that the same have or has been mutually negotiated, prepared and drafted, and that if at any time the parties desire or are required to interpret or construe any such term or condition or any agreement or

instrument subject thereto, no consideration shall be given to the issue of which party actually prepared, drafted or requested any term or condition of this Option Agreement. Whenever this Option Agreement refers to a number of days, such number shall refer to calendar days unless Business Days are specified.

5.5 Entire Agreement

a) This Option Agreement, together with the other Transaction Documents constitute the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, understandings and negotiations, both written and oral, between the parties with respect to the subject matter hereof.

b) Except as expressly provided herein, this Option Agreement is not intended to and does not confer upon any Person other than the parties (and their respective successors) any rights or remedies hereunder.

5.6 Governing Law. This Option Agreement shall be construed in accordance with and governed by the Laws of Belgium.

5.7 Severability. Any provision of this Option Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of this Option Agreement or affecting the validity or enforceability of such provision in any other jurisdiction. To the extent any provision of this Option Agreement is determined to be prohibited or unenforceable in any jurisdiction, the parties agree to use reasonable efforts to substitute one or more valid, legal and enforceable provisions that, insofar as practicable, implement the purposes and intent of the prohibited or unenforceable provision.

5.8 Captions. The captions herein are included for convenience of reference only and shall be ignored in the construction or interpretation hereof.

5.9 Performance. Each Party will cause to be performed and hereby guarantees the performance of all actions, agreements and obligations set forth herein to be performed by any Subsidiary of such Party.

5.10 Interpretation. Any matters not covered under this Option Agreement shall be governed by the relevant provisions of the Master Contribution Agreement and the JV Agreement.

IN WITNESS WHEREOF, this Option Agreement has
been executed on behalf of the parties in two (2) originals,
on the date first written above.

Owens Corning Composite Coöperatief U.A.

By: /s/ Michael H.

Thaman

Michael H.

Thaman

Attorney-in-fact

[Remainder of page intentionally left blank]

Owens Corning

by: /s/ Michael H.
Thaman
Michael H.
Thaman
Chief Financial
Officer

[Remainder of page intentionally left blank]

Ondatra S.A.S.

by: /s/ Roberto Caliarì
Roberto Caliarì
Attorney-in-fact

[Remainder of page intentionally left blank]

Société de Participations Financières et Industrielles
S.A.S.

by: /s/ Roberto Caliarì
Roberto Caliarì
Attorney-in-fact

Exhibit A
Definitions

Accumulated Working Capital means, as of a given date, the sum of (x) the inventory on such date calculated pursuant to a First-in First-out method and (y) net trade receivables outstanding on such date, less net trade payables on such date. Receivables and payables will include related hedging and VAT impact (for example, (i) hedging for foreign currency fluctuations related to the time between recording a transaction and the cash settlement (i.e., collection and payment) and (ii) the VAT portion of an invoice to a customer (i.e., part of the receivable) and payment to a vendor (i.e., part of the payable), will be part of the respective working capital balances).

Affiliate means, with respect to any Person, any Person directly or indirectly Controlling, Controlled by or under Common Control with such specified Person. For purposes of this Option Agreement, no Joint Venture Entity shall be deemed to be an Affiliate of either Party or their Affiliates.

Annualized means, when used in relation to EBITDA or lease cost for Metal, the product of (i) the EBITDA or lease cost figures divided by the total number of full calendar months from the Closing Date to the End Date and (ii) twelve (12).

Business shall have the meaning specified in the Master Contribution Agreement.

Business Day means a day, other than a Saturday, Sunday or other day on which commercial banks in New York, New York, USA, Brussels, Belgium or Paris, France are authorized or required by Law to close.

Call Option shall have the meaning specified in Section 3.2(a).

Carve-Out Amount means USD7 million plus accrued interest, at the Interest Rate, accrued from the Closing Date until the End Date.

Change of Control means an OC Change of Control or an MC Change of Control, as applicable in the relevant context.

Change of Control Call Option shall have the meaning specified in Section 3.3(d).

Change of Control Notice shall have the meaning specified in Section 3.3(b).

Change of Control Option means a Change of Control Call Option or a Change of Control Put Option, as

applicable in the relevant context.

Change of Control Put Option shall have the meaning specified in Section 3.3(c).

Closing and Closing Date shall have the meanings specified in the Master Agreement.

Company shall have the meaning specified in the recitals.

Control (together with the correlative meanings, Controlled by or Controlling) means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of securities, contract or otherwise.

Cumulative Alloy Debt Interest shall have the meaning specified in the JV Agreement.

Dispute shall have the meaning specified in Section 5.1.

EBITDA shall have the meaning specified Schedule 1(a).

End Date means the date that is the last day of the calendar quarter ending immediately prior to the date one party delivers an Option Exercise Notice to another party, unless the date such Option Exercise Notice is delivered is on the last day of a quarter, in which case it shall be the date of delivery of such Option Exercise Notice.

Exit Date shall have the meaning specified in Section 3.4(g).

Exit Price shall have the meaning specified in Schedule 1.1.

Fiscal Year shall have the meaning specified in the JV Agreement.

French GAAP means French accounting rules and generally accepted accounting principles as in effect at the relevant time or for the relevant period.

ICC shall have the meaning specified in Section 5.2.

ICC Rules shall have the meaning specified in Section 5.2.

Incremental Acquisition Debt shall have the meaning specified in the JV Agreement.

Incremental Alloy Debt Amount shall have the meaning specified in the JV Agreement.

Integration Costs Amount shall mean any adjustments to the Exit Price with respect to integration costs, if any, as may be mutually agreed to in writing by the Parties.

Interest Rate means a rate per annum equal to the London inter-bank Offered Rate for six (6) months deposits as published by British Bankers Association on the first day

f the period of computation of the Interest Rate (as applicable), based on a 360-day year and the actual number of days elapsed.

Joint Venture shall have the meaning specified in the JV agreement.

Joint Venture Entity shall have the meaning specified in the JV Agreement.

JV Agreement shall have the meaning specified in the recitals.

JV Auditors shall have the meaning specified in the JV Agreement.

Law shall have the meaning specified in the JV Agreement.

Management Company shall have the meaning specified in the JV Agreement.

Management Company Price means the product of (i) 0.4 and (ii) the result of the difference between the net assets and the net liabilities of the Management Company as of the End Date as reflected in the relevant annual accounts prepared using U.S. GAAP or in the calculations made by the Company using U.S. GAAP pursuant to Section 3.4(d), as applicable.

Master Contribution Agreement shall have the meaning specified in the recitals.

Master Lease Agreement shall have the meaning specified in the JV Agreement.

Metal shall have the meaning set forth in the Master Lease Agreement.

Net Debt means the difference, positive or negative, between (i) outstanding indebtedness to third parties for borrowed money (including accrued but unpaid interest), minus (ii) cash or cash equivalents (it being understood that SG Shortfall Shareholder Loans, OC Shortfall Shareholder Loans, SG Excess Shareholder Loans and OC Excess Shareholder Loans (including, in each case, any accrued but unpaid interest) shall not be taken into account in Net Debt). With respect to Joint Venture Entities which are not wholly-owned by the Company (whether directly or indirectly), the amount of the net indebtedness to third parties to be calculated in the calculation of Net Debt shall be equal to the amount of such Joint Venture Entities outstanding net indebtedness to third parties multiplied by the Ownership Interest of the Company in such Joint Venture Entities.

OC Change of Control means an event or transaction pursuant to which an SG Competitor shall obtain, directly or indirectly, the power either to (1) elect more than fifty percent (50%) of the directors of OC Parent (or any affiliate thereof which, following such event or transaction, will own, directly or indirectly, the shares of OC Topco) or of OC Topco (or any Affiliate thereof which, following such event or transaction, will own, directly or indirectly, Ownership Interests in the Company

or the Management Company), or (2) direct or cause the direction of the management and policies of OC Parent, such Affiliate which, following such event or transaction, will own, directly or indirectly, the shares of OC Topco or of OC Topco (or any Affiliate thereof which, following such event or transaction, will own, directly or indirectly, Ownership Interests in the Company or the Management Company), whether by contract or otherwise.

OC Competitor means each Person (and all Affiliates of any such Person) identified by OC Parent in a letter delivered by OC Parent to SG Parent (pursuant to the

notice requirements of Section 6.1) on or prior to the Closing Date, provided that OC Parent may update such list every year on the anniversary of the Closing Date by providing such a letter to SG Parent on or prior to any such anniversary date; provided further that the number of OC Competitors set forth therein shall not exceed five (5).

OC Excess Shareholder Loan shall have the meaning specified in the Master Contribution Agreement.

OCIL Acquisition Debt shall have the meaning specified in the JV Agreement.

OC Korea Acquisition Debt shall have the meaning specified in the JV Agreement.

OC Parent shall have the meaning specified in the preamble.

OC Party means OC Parent and any Subsidiary of OC Parent.

OC Pension Exit Price Adjustment shall have the meaning specified in the Master Contribution Agreement.

OC Shortfall Shareholder Loan shall have the meaning specified in the Master Contribution Agreement.

OC Topco shall have the meaning specified in the preamble.

Options means the Put Option, the Call Option, the Change of Control Put Option and the Change of Control Call Option.

Option Agreement shall have the meaning specified in the preamble.

Option Exercise Notice shall have the meaning specified in Section 3.4(b).

Ownership Interest means the ownership interests, in any form whatsoever, direct or indirect, of a Person in another Person.

Parents shall have the meaning specified in the preamble.

Parties means the parties to this Option Agreement.

Person shall have the meaning specified in the Master Contribution Agreement.

Put Option shall have the meaning specified in Section 3.1(a).

SG Change of Control means shall mean an event or transaction pursuant to which an OC Competitor shall

tain, directly or indirectly, the power either to (1) elect more than fifty percent (50%) of the directors of SG Parent (or any Affiliate thereof which, following such event or transaction, will own, directly or indirectly, the shares of SG Topco) or of SG Topco (or any Affiliate thereof which, following such event or transaction, will own, directly or indirectly, Ownership Interests in the Company or the Management

Company), or (2) direct or cause the direction of the management and policies of SG Parent, such Affiliate which following such event or transaction, will own, directly or indirectly, the shares of SG Topco (or any affiliate thereof which, following such event or transaction, will own, directly or indirectly, Ownership Interests in the Company or the Management Company), whether by contract or otherwise.

SG Competitor means each Person (and all Affiliates of any such Person) identified by SG Parent in a letter delivered by SG Parent to OC Parent (pursuant to the notice requirements of Section 6.1) on or prior to the Closing Date, provided that SG Parent may update such list every year on the anniversary of the Closing Date by providing such a letter to OC Parent on or prior to any such anniversary date; provided further that the number of SG Competitors set forth therein shall not exceed five (5).

SG Excess Shareholder Loan shall have the meaning specified in the Master Contribution Agreement.

SG Parent shall have the meaning specified in the preamble.

SG Party means SG Parent and any Subsidiary of SG Parent.

SG Pension Exit Price Adjustment shall have the meaning specified in the Master Contribution Agreement.

SG Shortfall Shareholder Loan shall have the meaning specified in the Master Contribution Agreement.

SG Topco shall have the meaning specified in the preamble.

Subsidiary, as it relates to any Person, means with respect to such Person, any other Person of which the specified Person, either directly or through or together with any other of its Subsidiaries, owns more than 50% of the voting power in the election of directors or their equivalents or otherwise having the power to direct the business and policies of that Person, other than as affected by events of default; provided, that no Joint Venture entity shall be considered a Subsidiary of either of SG Parent or OC Parent or their Affiliates.

Target Price means the result (positive or negative) of the difference between (1) cash and cash equivalents and (2) liabilities; it being understood that liabilities shall include reserves and provisions (other than reserves and provisions in respect of the Ownership Interests of SG Topco in the Company and the Management Company) of SG Topco and exclude any SG Excess Shareholder Loans as of the Exit Date as calculated pursuant to Section 3.4.

Transaction Documents shall have the meaning specified in the Master Contribution Agreement.

Unaffiliated Firm shall have the meaning specified in Section 3.4(e).

USD means United States dollars.

U.S. GAAP means United States generally accepted accounting principles as in effect at the relevant time or for the relevant period.

Exhibit 99.1

Media Inquiries:

Jason Saragian
19/248.8987

Investor Inquiries:

Scott Deitz
419/248.8935

Owens Corning Reports Record Sales of \$6.5 Billion in 2006;

Company Announces Share Buy-Back Program; Strategic Review

of Siding Solutions Business and Fabwel Unit

TOLEDO, Ohio Feb. 21, 2007 Owens Corning (NYSE:OC) today reported record consolidated net sales of \$6.461 billion in 2006, compared with \$6.323 billion in 2005, a 2.2 percent increase. During the fourth quarter of 2006, the company recorded sales of \$1.477 billion, compared with record sales of \$1.713 billion during the same period in 2005. Fourth quarter sales declined 13.8 percent, reflecting continued weakness in U.S. housing starts and a lack of storm-related demand for roofing products.

2006 was a year of accomplishments, said Dave Brown, president and chief executive officer. Owens Corning emerged from asbestos-related Chapter 11 with a strong balance sheet that positions the company to succeed through a challenging cyclical downturn of housing starts. We generated sales in 2006 that were the highest in our company's history. During the fourth quarter, we demonstrated the strength of our business portfolio with solid results in Composite Solutions to help offset weakness in our Roofing and Asphalt segment.

We've taken decisive action to position Owens Corning to generate improved value for our shareholders, said Brown. Yesterday, we announced that we have signed a joint-venture agreement with Saint-Gobain that will accelerate the growth of our Composite Solutions business around the world. We also are announcing today that we are evaluating strategic alternatives for our Siding Solutions business and Fabwel, a unit of our Composites organization. In addition to our strong balance sheet, our business forecast for 2007 gives us confidence in our cash generation ability. We are pleased that our Board of Directors has authorized a share buy-back program that delivers on our commitment to building shareholder value.

-more-

As a result of the application of Fresh Start Accounting on Oct. 31, 2006, and in accordance with SOP 90-7, the post-emergence financial results of the company for the period starting Nov. 1, 2006 are presented as the Successor and the pre-emergence financial results of the company for the periods ending on or prior to Oct. 31, 2006 are presented as the Predecessor. GAAP financial statements do not straddle the Effective Date because, in effect, the Successor represents a new entity. For the readers' convenience in this financial news release, the Successor two months ended Dec. 31, 2006 and the Predecessor ten months ended Oct. 31, 2006 have been combined and are collectively referred to as Fiscal 2006. The Successor two months ended Dec. 31, 2006 and the Predecessor one month ended Oct. 31, 2006 have been combined and are collectively referred to as Fiscal fourth quarter of 2006.

When reviewing the operating performance of the company with its Board of Directors and employees, management uses adjusted income from operations. To calculate adjusted income from operations, management excludes from net income and income from operations certain items, including those related to the company's Chapter 11 proceedings, asbestos liabilities, restructuring and other activities and the impact of Fresh Start accounting, so as to improve comparability over time (the Comparability Items). As described more fully in the attached financial schedules, such Comparability Items amounted to charges of \$136 million in Fiscal 2006, \$4.287 billion in 2005, and \$152 million in the Fiscal fourth quarter of 2006, and a credit of \$81 million in the fourth quarter of 2005.

Consolidated 2006 and Fourth-Quarter Results

Reported income from operations in Fiscal 2006 was \$433 million, compared with a loss of \$3.743 billion in 2005. Excluding the Comparability Items, Fiscal 2006 adjusted income from operations was \$569 million, compared with \$544 million in 2005, an increase of 4.6 percent.

For the Fiscal fourth quarter of 2006, reported income from operations was a loss of \$9 million, compared to income of \$230 million in 2005. Excluding the Comparability Items, adjusted income from operations for the Fiscal fourth quarter of 2006 was \$143 million, compared with \$149 million for the same period of 2005, a decrease of 4.0 percent.

In the second half of Fiscal 2006, restructuring and other charges were taken to realign production capacity with projected demand, exit non-core businesses, combine distribution facilities, and

reduce selling, general and administrative expenses. The restructuring charges and other actions taken totaled \$55 million. The expected annual improvement in operating results related to these actions is approximately \$44 million.

Gross margin as a percentage of consolidated net sales, excluding charges related to the adoption of Fresh Start Accounting and other restructuring charges that together totaled \$63 million, was 17.5 percent in Fiscal 2006 compared to 18.3 percent in 2005, a decrease of 0.8 percent.

Selling, General and Administrative (SG&A) expenses, as a percentage of consolidated net sales, were 8.3 percent for Fiscal 2006, compared with 8.9 percent in 2005. This improvement in productivity was primarily due to increased net sales and lower performance-based compensation.

Business Highlights:

2006 was the safest year in Owens Corning's history. The company's continued focus on employee safety resulted in a 13 percent reduction in the number of injuries compared with 2005.

The Insulating Systems segment introduced marketing programs to promote the sale of insulation as an energy conservation and noise-reduction solution. A first-time program called R's on Us provides pricing incentives that encourage builders to increase the R-value of insulation in new homes to promote energy efficiency.

The Roofing and Asphalt segment completed market testing and began a national roll-out of the new and innovative Duration™ Series roofing shingle with SureNail® technology. This installer-friendly product features a fast-install extra-wide nailing zone and improved wind performance.

Owens Corning took aggressive steps within the Other Building Materials & Services segment to improve operating performance. Owens Corning is announcing today that it is exploring strategic alternatives for the Siding Solutions business, which includes its vinyl siding manufacturing operations and Norandex/Reynolds distribution business. Additionally, Owens Corning exited the HOMEexperts business in December of 2006 to focus on growing its services business through franchising. The company's manufactured stone veneer business also completed the integration of Modulo/Parmur, a previously announced European acquisition.

The Composite Solutions segment showed improvement throughout 2006 and finished the year with strong performance. A major milestone in the proposed global joint venture with Saint-Gobain was announced yesterday with the signing of a joint-venture agreement. This transaction is intended to deliver increased customer value through improved regional and global reach in our Composite Solutions business. Owens Corning is exploring strategic alternatives for its Fabwel unit, which produces and fabricates composite components and sidewalls for recreational vehicles and cargo trailers.

Update: Proposed Owens Corning and Saint-Gobain Joint Venture

On July 27, 2006, Owens Corning and Saint-Gobain announced that they were in discussions to merge their respective reinforcements and composites businesses, thereby creating a global company in reinforcements and composite fabrics products with worldwide revenues of approximately \$1.8 billion (1.5 billion) and 10,000 employees. The parties announced yesterday that they have signed a joint-venture agreement to merge those businesses to form a new company that will be named OCV Reinforcements that will serve customers with improved technology, an expanded product range and a strengthened presence in both developed and emerging markets. The agreement contemplates that the joint venture will be owned 60 percent by Owens Corning and 40 percent by Saint-Gobain. After a minimum of four years, Saint-Gobain will have the option to sell its 40 percent stake to Owens Corning, and Owens Corning will have the option to buy Saint-Gobain's stake in the joint venture. The transaction,

which has been approved by the Boards of Directors of both parent companies, is expected to close in mid-2007 and is subject to customary closing conditions and regulatory and antitrust approvals.

Announcing: Strategic Business Review: Siding Solutions Business & Fabwel Unit

Consistent with Owens Corning's ongoing review of its portfolio of businesses, the company today announced that it will explore strategic alternatives for the company's Siding Solutions business, which includes its vinyl siding manufacturing operations and Norandex/Reynolds distribution business, and the company's Fabwel unit, the leading producer and fabricator of components and sidewalls for recreational vehicles and cargo trailers. The Siding Solutions business is the largest component of the Other Building Materials and Services segment. Fabwel is a unit within Owens Corning's Composite Solutions segment and is separate from the company's planned joint-venture with Saint-Gobain's Vetrotex. The company expects a midyear completion of this process.

Announcing: Owens Corning Share Buy-Back Program

Owens Corning today announced that its Board of Directors has approved a share buy-back program under which the company is authorized to repurchase up to 5 percent of Owens Corning's outstanding common stock. At current prices, this would represent an investment of approximately \$200 million. Shares may be repurchased through open market, privately negotiated, or other transactions. The timing and actual number of shares repurchased will depend on market conditions and other factors and will be at the company's discretion. This first-time program is intended to further promote total return and value to Owens Corning shareholders.

2007 Outlook

Based on estimates of the National Association of Home Builders (NAHB), the significant slow down in U.S. housing starts is expected to carry well into 2007. This continuing market softness will be reflected in first quarter results, which seasonally is the company's weakest quarter. The company's business results in the Insulating Systems and Roofing and Asphalt segments tend to lag housing starts by approximately one quarter.

Many industry and economic analysts, including the NAHB, believe that housing starts will stabilize through 2007. Although Owens Corning expects that 2007 will be a challenging year, the company expects its business results to improve throughout the year if these forecasts materialize and as seasonality in home building creates gradual improvement for our businesses.

In 2007, Owens Corning anticipates that the performance of the Insulating Systems segment will reflect on a lagged basis the trend in reported housing starts. Continued company initiatives to create demand for insulation products, including our special R-5 on Us promotion, noise-control solutions for homes and businesses and promotion of the 2005 U.S. Energy Policy Act, should bolster this segment.

The performance of the Roofing and Asphalt segment, which significantly underperformed in the second half of 2006, is expected to improve through 2007 as the excess inventory that the industry produced, due to anticipated storm-related demand which did not materialize, is gradually reduced. Financial results for the first half of this

ear are expected to be less than the record results reported in the first half of 2006, when sales in this segment were up significantly because of the carry over of demand due to the hurricanes of 2004 and 2005. Adding to the results of this segment will be the continuing roll-out of the new Owens Corning Duration Series shingle.

Given the recent closure of the HOMEExperts® business, continued growth of the manufactured stone veneer business and the strategic review of Owens Corning's siding Solutions business, improved performance is expected in the Other Building Materials and Services segment.

Revenue and profitability growth of our Composite Solutions segment is expected in 2007. The closing of the proposed joint venture with Saint-Gobain's Vetrotex business is planned by midyear.

Going forward, Owens Corning will continue a balanced approach to the use of free cash flow. Strong operational cash flow is intended to fuel company growth and innovation, with a focus on return on net assets. Investments in maintenance and improving existing operations are forecast to total \$250 million in 2007. Depreciation and amortization for the year is estimated to total \$280-290 million, compared with \$278 million in fiscal 2006.

Upon emergence and subsequent distribution of contingent stock and cash to the 524(g) Trust in January 2007, Owens Corning generated a significant U.S. Federal tax net operating loss of approximately \$2.8 billion. Based on current estimates, the company believes its cash taxes will be about 10 to 15 percent of pre-tax income for the next five to seven years.

Allowing for significant uncertainty in the marketplace and based upon the NAHB's current 2007 estimate of 1.54 million housing starts, the company projects that 2007 adjusted income from operations should exceed \$415 million, not including the impact of the proposed Owens Corning-Vetrotex joint venture or other strategic organizational changes. This forecast will be updated and communicated quarterly.

2006 and Fourth-Quarter Business Segment Highlights

Insulating Systems

Net sales for Fiscal 2006 were \$2.097 billion, a 6.1 percent increase from the 2005 level of \$1.976 billion. This increase was primarily the result of the continued strong demand from the U.S. housing and remodeling markets during the first nine months of

2006, robust demand in the commercial and industrial market, and favorable pricing in major product categories, which allowed the company to recover energy, material and transportation cost increases. Slowing demand from the retail and residential construction markets became evident in the fourth quarter of 2006.

Net sales in the Fiscal fourth quarter of 2006 decreased 6.4 percent compared to the prior year. The decrease in net sales was primarily the result of the decline in demand in the fourth quarter of 2006, reflecting weaker housing activity compared to the fourth quarter of 2005 during which residential construction was very strong.

Income from operations for Fiscal 2006 was \$467 million, a 10.1 percent increase from the 2005 level of \$424 million. Favorable pricing and improved operating efficiencies offset inflation in raw materials, energy and labor, and approximately \$6 million of additional cost, primarily depreciation and amortization, resulting from the impact of the adoption of Fresh Start Accounting.

Fiscal fourth quarter of 2006 income from operations decreased 16.4 percent to \$107 million, compared to \$128 million during the same period in 2005. Fiscal fourth quarter of 2006 results included approximately \$6 million of additional cost resulting from the impact of the adoption of Fresh Start Accounting.

During the fourth quarter of 2006, weaker housing activity combined with seasonal slow downs resulted in production curtailments at selected Owens Corning insulation manufacturing facilities. These curtailments were expanded in the first quarter of 2007 to include the entire Candiac, Quebec facility in Canada.

Roofing and Asphalt

Net sales for Fiscal 2006 were \$1.723 billion, a 4.6 percent decrease from the 2005 level of \$1.806 billion. This decrease was primarily the result of a decline in volume related to both lower new residential construction activity and a lower level of storm-related demand, particularly in the second half of 2006. This decrease was only partially offset by price increases, which generally reflect the partial pass through of higher energy, material and transportation costs. Fiscal fourth quarter of 2006 net sales totaled \$304 million, compared with \$492 million in the fourth quarter of 2005.

Income from operations for Fiscal 2006 was \$72 million, a 48.2 percent decrease from the 2005 level of \$139 million. This decrease was primarily driven by lower volume resulting from declines in new construction activity, combined with the abatement of demand from 2005 hurricane damage, and the inability to achieve sufficient price increases in the second half of the year to offset significant increases in asphalt coating cost. The adoption of Fresh Start Accounting had no significant impact on income from operations.

Fiscal fourth quarter of 2006 income from operations was a loss of \$25 million,

compared to income of \$34 million during the same period in 2005.

Production at Owens Corning's roofing and asphalt facilities in the U.S. was significantly curtailed beginning in October 2006, bringing year-end inventories down to more acceptable levels.

Production operations at the Jessup, Maryland roofing and asphalt facilities were closed in the fourth quarter of 2006.

Other Building Materials and Services

Net sales for Fiscal 2006 were \$1.260 billion, a 2.1 percent increase from the 2005 level of \$1.234 billion. This increase was primarily the result of volume growth in North American manufactured stone veneer products, and the impact of our European manufactured stone veneer acquisition in mid-2006, partially offset by lower volumes in vinyl siding products. Fiscal fourth quarter of 2006 net sales totaled \$288 million, compared with \$325 million in the fourth quarter of 2005.

Income from operations for Fiscal 2006 was \$13 million, a 23.5 percent decrease from the 2005 level of \$17 million. The decrease was due to losses in the HOMEExperts portion of our construction services business, from which we announced our exit in the fourth quarter of 2006, and volume declines in vinyl siding products, partially offset by increased volume and production efficiencies in manufactured stone veneer products. The adoption of Fresh Start Accounting had no significant impact on income from operations.

Fiscal fourth quarter of 2006 income from operations decreased to breakeven, compared to \$5 million of income during the same period in 2005.

Performance in this segment was lifted by productivity improvements within our domestic manufactured stone veneer organization and the midyear acquisition of a European producer and distributor of such products. The financial results of this acquisition are included in the Fiscal fourth quarter of 2006 reporting of this segment.

Composite Solutions

Net sales for Fiscal 2006 were \$1.560 billion, a 4.3 percent increase from the 2005 level of \$1.495 billion. The increase in sales was primarily attributable to the acquisition of a manufacturing facility in Japan from Asahi Glass Co. Ltd. during the second quarter of Fiscal 2006. Fiscal fourth quarter of 2006 net sales totaled \$383 million, compared with \$373 million in the fourth quarter of 2005.

Income from operations for Fiscal 2006 was \$159 million, a 14.4 percent increase from the 2005 level of \$139 million. Gains on the sale of metals used in certain production tooling accounted for \$38 million of the improvement. Without these gains, income from operations would have declined by \$18 million. Fiscal 2006 income from operations also included a \$20 million gain related to insurance recoveries associated with the July 2005 flood of the Taloja, India manufacturing facility, and was adversely impacted by an estimated \$8 million of losses due to downtime associated with a capacity expansion and recovery from the flood. The decrease in income from operations, excluding the effect of the gains on the sale of metals, the insurance recovery and the downtime costs, was due to cost inflation in raw materials and transportation. The adoption of Fresh

Start Accounting had no significant impact on income from operations.

Fiscal fourth quarter of 2006 income from operations increased 8.9 percent to \$49 million, compared to \$45 million during the same period in 2005 which included a \$7 million gain on the sale of metals used in certain production tooling and \$4 million in costs associated with the July 2005 flood of the Taloja, India manufacturing facility.

During the second half of the year, results improved due to stronger volumes, improved pricing, increased manufacturing productivity (including the return to full operation of our facilities in India and Brazil), reduced operating expenses and benefits from the second quarter acquisition of reinforcement capacity in Japan.

The company continues to evaluate its tax balance sheet accounts in light of the application of Fresh Start accounting related to emergence from Chapter 11. This review will be completed prior to the filing of the company's annual report on Form 10-K for 2006, which is currently scheduled to occur on or about March 14, 2007. The results

f that review will not impact the operational results reported today but could result in immaterial adjustments to the company's balance sheet.

First quarter 2007 results are currently scheduled to be announced on Wednesday, May 2, 2007.

Conference Call Information

Owens Corning will host a conference call for investors and analysts today to discuss financial results.

Wednesday, Feb. 21, 2007

11 a.m. Eastern Standard Time

Live dial-in telephone number: 800-573-4840 or 617-224-4326

Please dial in 10 minutes before conference call start time)

Passcode: 58370563

Live Webcast:

<http://www.owenscorning.com/investors>

A telephone replay will be available through Feb. 28, 2007 at 888-286-8010 or 617-801-6888. Passcode: 0698631. A replay of the web cast will also be available at www.owenscorning.com/investors.

About Owens Corning

Owens Corning is a world leader in building materials systems and composite solutions. A Fortune 500 company for more than 50 years, Owens Corning people redefine what is possible each day to deliver high-quality products and services ranging from insulation, roofing, siding and stone, to glass composite materials used in transportation, electronics, telecommunications and other high-performance applications. Since the company's founding in 1938, Owens Corning has been a market-leading innovator of glass-fiber technology with sales of \$6.5 billion in 2006 and 19,000 employees in 26 countries. Additional information is available at <http://www.owenscorning.com/>.

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected in these statements. Further information on factors that could affect the company's financial and other results is included in the company's Forms 10-Q and 10-K, filed with the

Securities and Exchange Commission.

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Owens Corning and Subsidiaries

Consolidated Statement of Income (Loss)

(Unaudited)

(Dollars in millions)

	Combined Twelve Months Ended December 31, 2006	Successor Twelve Months Ended December 31, 2006	Predecessor Twelve Months Ended October 31, 2006	Predecessor Twelve Months Ended December 31, 2005
NET SALES	\$ 6,461	\$ 909	\$ 5,552	\$ 6,323
COST OF SALES	5,395	799	4,596	5,165
Gross margin	1,066	110	956	1,158
Operating Expenses				
Marketing and administrative expenses	537	92	445	565
Science and technology expenses	80	30	50	58
Structure costs	39	27	12	
Chapter 11 related organization items	55	10	45	45
Provision for asbestos litigation claims - Owens Corning				3,365
Provision (credit) for asbestos litigation claims - Fibreboard	(13)		(13)	902
Employee emergence liability program	6	6		
(Gain) loss on sale of fixed assets and other	(71)	5	(76)	(34)
Total operating expenses	633	170	463	4,901
INCOME (LOSS) FROM OPERATIONS	433	(60)	493	(3,743)
Interest expense, net	270	29	241	739
Gain on settlement of liabilities subject to reimbursement	(5,864)		(5,864)	
Fresh-start accounting adjustments	(3,049)		(3,049)	
INCOME (LOSS) BEFORE INCOME TAX EXPENSE	9,076	(89)	9,165	(4,482)
	997	(28)	1,025	(387)

Income tax expense (benefit)				
INCOME (LOSS) BEFORE MINORITY INTEREST AND EQUITY IN NET EARNINGS OF AFFILIATES	8,079	(61)	8,140	(4,095)
Minority interest and equity in net earnings (loss) of affiliates	(4)	(4)		(4)
NET INCOME (LOSS)	\$ 8,075	\$ (65)	\$ 8,140	\$ (4,099)

RECONCILIATION OF ADJUSTED INCOME FROM OPERATIONS:

NET INCOME (LOSS)	\$ 8,075	\$ (65)	\$ 8,140	\$ (4,099)
Minority interest and equity in net earnings (loss) of affiliates	(4)	(4)		(4)

INCOME (LOSS) BEFORE MINORITY INTEREST AND EQUITY IN NET EARNINGS OF AFFILIATES	8,079	(61)	8,140	(4,095)
Income tax expense (benefit)	997	(28)	1,025	(387)

INCOME (LOSS) BEFORE INCOME TAX EXPENSE	9,076	(89)	9,165	(4,482)
Gain on settlement of liabilities subject to compromise	(5,864)		(5,864)	
Fresh-start accounting adjustments	(3,049)		(3,049)	
Interest expense, net	270	29	241	739

INCOME (LOSS) FROM OPERATIONS	433	(60)	493	(3,743)
Adjustments to non-recurring items impacting comparability:	(13)		(13)	4,267

provision for asbestos liability				
Chapter 11 related organization items	55	10	45	45
Impact of inventory write-up	44	44		
Process research and development	21	21		
Restructuring activities	55	44	11	
Gain on sale of metals	(45)		(45)	(7)
Other	19	12	7	(18)

Total adjustments to move items into comparability	136	131	5	4,287
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ADJUSTED INCOME FROM OPERATIONS	\$ 569	\$ 71	\$ 498	\$ 544
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DEPRECIATION AND AMORTIZATION	\$ 278	\$ 69	\$ 209	\$ 234
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Owens Corning and Subsidiaries

Consolidated Statement of Income (Loss)

(Unaudited)

(Dollars in millions)

	Combined Three Months Ended December 2006	Successor Three Months Ended December 2006	Predecessor One Month Ended October 2006	Predecessor Three Months Ended December 31, 2005
NET SALES	\$ 1,477	\$ 909	\$ 568	\$ 1,713
COST OF SALES	1,269	799	470	1,405
Gross margin	208	110	98	308
Operating Expenses				
Marketing and administrative expenses	125	92	33	156
Science and technology expenses	35	30	5	15
Restructure costs	29	27	2	
Chapter 11 related organization items	27	10	17	5
Provision (credit) for asbestos litigation claims - Owens Corning				(69)
Provision (credit) for asbestos litigation claims -Fibreboard				(5)
Employee emergence equity program	6	6		
(Gain) loss on sale of intangible assets and other	(5)	5	(10)	(24)
Total operating expenses	217	170	47	78
OPERATING INCOME (LOSS) FROM OPERATIONS	(9)	(60)	51	230
Interest expense, net	48	29	19	199
Gain on settlement of liabilities subject to restructuring promise	(5,864)		(5,864)	
Fresh-start accounting adjustments	(3,049)		(3,049)	
INCOME (LOSS) BEFORE INCOME TAX EXPENSE	8,856	(89)	8,945	31
	1,151	(28)	1,179	(304)

Income tax expense (benefit)				
INCOME (LOSS) BEFORE MINORITY INTEREST AND EQUITY IN NET EARNINGS OF AFFILIATES	7,705	(61)	7,766	335
Minority interest and equity in net earnings (loss) of affiliates	(6)	(4)	(2)	3
NET INCOME (LOSS)	\$ 7,699	\$ (65)	\$ 7,764	\$ 338
RECONCILIATION TO ADJUSTED INCOME FROM OPERATIONS:				
NET INCOME (LOSS)	\$ 7,699	\$ (65)	\$ 7,764	\$ 338
Minority interest and equity in net earnings (loss) of affiliates	(6)	(4)	(2)	3
INCOME (LOSS) BEFORE MINORITY INTEREST AND EQUITY IN NET EARNINGS OF AFFILIATES	7,705	(61)	7,766	335
Income tax expense (benefit)	1,151	(28)	1,179	(304)
INCOME (LOSS) BEFORE INCOME TAX EXPENSE	8,856	(89)	8,945	31
Gain on settlement of liabilities subject to compromise	(5,864)		(5,864)	
Fresh-start accounting adjustments	(3,049)		(3,049)	
Interest expense, net	48	29	19	199
INCOME (LOSS) FROM OPERATIONS	(9)	(60)	51	230
Adjustments to reconcile items impacting comparability:				
Provision for asbestos litigation				(74)
Chapter 11 related organization items	27	10	17	5

Impact of inventory				
Write-up	44	44		
Process research				
and development	21	21		
Restructuring				
activities	45	44	1	
Gain on sale of metals				(7)
Other	15	12	3	(5)
Total adjustments to				
move items				
impacting				
comparability	152	131	21	(81)
ADJUSTED				
INCOME FROM				
OPERATIONS	\$ 143	\$ 71	\$ 72	\$ 149
DEPRECIATION				
AND				
MORTIZATION	\$ 94	\$ 69	\$ 25	\$ 53

Owens Corning and Subsidiaries

Condensed Consolidated Balance Sheet

(Unaudited)

(Dollars in millions)

	Successor December 31, 2006	Predecessor December 31, 2005
ASSETS		
Current		
Cash and cash equivalents	\$ 1,089	\$ 1,559
Receivables, net	573	608
Inventories	749	477
Other current assets	141	61
Total current	2,552	2,705
Other		
Restricted cash		1,622
Deferred income taxes	549	1,432
Goodwill and other intangible assets	2,611	226
Other noncurrent assets	237	738
Total other	3,397	4,018
Net plant and equipment	2,521	2,012
TOTAL ASSETS	\$ 8,470	\$ 8,735
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current		
Accounts payable and accrued liabilities	\$ 1,081	\$ 1,026
Accrued interest	39	741
Short-term debt and current portion of long-term debt	1,440	19
Total current	2,560	1,786
Long-term debt	1,296	36
Other long-term liabilities	884	1,293
Liabilities subject to compromise		13,520
Company obligated securities of entities holding solely parent debentures - subject to compromise		200
Minority interest	44	47
Stockholders' equity (deficit)	3,686	(8,147)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 8,470	\$ 8,735

Owens Corning and Subsidiaries

Condensed Consolidated Statement of Cash Flows

(Unaudited)

(Dollars in millions)

	Successor Combined Twelve Months Ended December 31, 2006	Two Months Ended December 31, 2006	Predecessor Ten Months Ended October 31, 2006	Twelve Months Ended December 31, 2005
NET CASH				
FLOW FROM				
OPERATIONS				
Net income (loss)	\$ 8,075	\$ (65)	\$ 8,140	\$ (4,099)
Adjustments to				
reconcile net				
income (loss) to				
cash provided by				
operating activities				
Provision for				
asbestos litigation				
claims	21		21	4,277
Depreciation and				
amortization	278	69	209	234
Change in				
deferred taxes	160	(48)	208	(467)
Provision for				
payment of)				
post-petition				
interest/fees on				
pre-petition				
obligations	(728)	(31)	(697)	735
fresh-start				
accounting				
adjustments, net of				
tax	(2,243)		(2,243)	
Gain on settlement				
of liabilities				
subject to				
compromise	(5,864)		(5,864)	
Payments related				
to Chapter 11				
filings	(131)	(131)		
Payment to				
asbestos trust	(1,250)		(1,250)	
Changes in				
receivables,				
inventories,				
accounts payable				
and accrued				
liabilities	24	312	(288)	24
Other	(230)	(91)	(139)	42
	(1,888)	15	(1,903)	746

Net cash flow
from operating
activities

**NET CASH
FLOW FROM
INVESTING**

Expenditures for additions to plant and equipment	(361)	(77)	(284)	(288)
Investment in subsidiaries, net of cash acquired	(47)		(47)	(14)
Proceeds from the sale of assets or affiliate	82		82	19

Net cash flow from investing activities	(326)	(77)	(249)	(283)
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**NET CASH
FLOW FROM
FINANCING**

Proceeds from issuance of bonds	1,178		1,178	
Proceeds from issuance of new common stock	2,187		2,187	
Payments to tender offers	(1,516)	(55)	(1,461)	
Other cash used for financing activities	(111)	1	(112)	(30)

Net cash flow from financing activities	1,738	(54)	1,792	(30)
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Effect of exchange rate changes on cash	6		6	1
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**NET
(DECREASE)
INCREASE IN
CASH AND
CASH
EQUIVALENTS**

Cash and cash equivalents at beginning of period	1,559	1,205	1,559	1,125
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CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 1,089	\$ 1,089	\$ 1,205	\$ 1,559
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Owens Corning and Subsidiaries

Business Segment Information

(Unaudited)

(Dollars in millions)

	Successor Combined Twelve Months Ended December 2006	Two Months Ended December 2006	Predecessor Ten Months Ended October 2006	Twelve Months Ended December 31, 2005
NET SALES				
Insulating Systems	\$ 2,097	\$ 331	\$ 1,766	\$ 1,976
Roofing and Asphalt	1,723	167	1,556	1,806
Other Building Materials and Services	1,260	178	1,082	1,234
Composite Solutions	1,560	245	1,315	1,495
Total reportable segments	6,640	921	5,719	6,511
Corporate eliminations	(179)	(12)	(167)	(188)
Consolidated	\$ 6,461	\$ 909	\$ 5,552	\$ 6,323
INCOME BEFORE INCOME TAX EXPENSE				
Insulating Systems	\$ 467	\$ 59	\$ 408	\$ 424
Roofing and Asphalt	72	(23)	95	139
Other Building Materials and Services	13	(4)	17	17
Composite Solutions	159	34	125	139
Total reportable segments	\$ 711	\$ 66	\$ 645	\$ 719
RECONCILIATION TO INCOME (LOSS) BEFORE INCOME TAX EXPENSE				
Chapter 11 related reorganization items	\$ (55)	\$ (10)	\$ (45)	\$ (45)
Credit (provisions) for asbestos litigation claims	13		13	(4,267)
Restructure costs and other (charges) credits	(68)	(50)	(18)	18
Employee emergence equity program	(6)	(6)		
Impact of fresh-start accounting	(65)	(65)		

General corporate				
income (expense)	(97)	5	(102)	(168)
Interest expense, net	(270)	(29)	(241)	(739)
Gain on settlement of				
liabilities subject to				
compromise	5,864		5,864	
Fresh-start accounting				
adjustments	3,049		3,049	
RECONCILIATION				
TO INCOME				
(LOSS) BEFORE				
INCOME TAX				
EXPENSE	\$ 9,076	\$ (89)	\$ 9,165	\$ (4,482)

Owens Corning and Subsidiaries

Business Segment Information

(Unaudited)

(Dollars in millions)

	Successor Combined Three Months Ended December 2006	Predecessor Two Months Ended December 2006	Predecessor One Month Ended October 2006	Predecessor Three Months Ended December 31, 2005
NET SALES				
Insulating Systems	\$ 527	\$ 331	\$ 196	\$ 563
Roofing and Asphalt	304	167	137	492
Other Building Materials and Services	288	178	110	325
Composite Solutions	383	245	138	373
Total reportable segments	1,502	921	581	1,753
Corporate eliminations	(25)	(12)	(13)	(40)
Consolidated	\$ 1,477	\$ 909	\$ 568	\$ 1,713
INCOME BEFORE INCOME TAX EXPENSE				
Insulating Systems	\$ 107	\$ 59	\$ 48	\$ 128
Roofing and Asphalt	(25)	(23)	(2)	34
Other Building Materials and Services		(4)	4	5
Composite Solutions	49	34	15	45
Total reportable segments	\$ 131	\$ 66	\$ 65	\$ 212
RECONCILIATION TO INCOME (LOSS) BEFORE INCOME TAX EXPENSE				
Chapter 11 related reorganization items	\$ (27)	\$ (10)	\$ (17)	\$ (5)
Credit (provisions) for asbestos litigation claims				74
Restructure costs and other (charges) credits	(54)	(50)	(4)	5
Employee emergence equity program	(6)	(6)		
Impact of fresh-start accounting	(65)	(65)		

General corporate expense	12	5	7	(56)
Interest expense, net	(48)	(29)	(19)	(199)
Gain on settlement of liabilities subject to compromise	5,864		5,864	
Fresh-start accounting adjustments	3,049		3,049	
RECONCILIATION TO INCOME (LOSS) BEFORE INCOME TAX EXPENSE	\$ 8,856	\$ (89)	\$ 8,945	\$ 31