

WILLAMETTE INDUSTRIES INC
Form SC TO-T/A
January 30, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(AMENDMENT NO. 71)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

WILLAMETTE INDUSTRIES, INC.
(Name of Subject Company (Issuer))

COMPANY HOLDINGS, INC.
WEYERHAEUSER COMPANY
(Names of Filing Persons -- Offerors)

COMMON STOCK, PAR VALUE \$0.50 PER SHARE
(Title of Class of Securities)

969133107
(CUSIP Number of Class of Securities)

ROBERT A. DOWDY, ESQ.
WEYERHAEUSER COMPANY
FEDERAL WAY, WASHINGTON 98063
TELEPHONE: (253) 924-2345

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of
Filing Persons)

COPY TO:

RICHARD HALL, ESQ.
CRAVATH, SWAIN & MOORE
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019
TELEPHONE: (212) 474-1000

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SCHEDULE TO

This Statement amends and supplements the Tender Offer
Statement on Schedule TO filed with the Securities and Exchange Commission on
November 29, 2000 (as previously amended, the "Schedule TO"), relating to the

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offer by Company Holdings, Inc., a Washington corporation (the "Purchaser") and a wholly owned subsidiary of Weyerhaeuser Company, a Washington corporation ("Weyerhaeuser" or "Parent"), to purchase (1) all outstanding shares ("Shares") of common stock, par value \$0.50 per share, of Willamette Industries, Inc., an Oregon corporation ("Willamette" or the "Company"), and (2) unless and until validly redeemed by the Board of Directors of Willamette, the related rights to purchase shares of Series B Junior Participating Preferred Stock, \$0.50 par value per share, of Willamette (the "Rights") issued pursuant to the Rights Agreement, dated as of February 25, 2000 by and between Willamette and Mellon Investor Services LLC (f/k/a ChaseMellon Shareholder Services, L.L.C.), as Rights Agent, at a price of \$55.50 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase"), dated November 29, 2000, the Supplement thereto dated May 7, 2001 (the "First Supplement"), the Second Supplement thereto dated January 28, 2002 (the "Second Supplement") and in the related revised Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). Unless the context otherwise requires, all references to the Shares shall be deemed to include the associated Rights, and all references to the Rights shall be deemed to include the benefits that may inure to holders of Rights pursuant to the Rights Agreement.

Capitalized terms used herein and not defined herein have the respective meanings assigned such terms in the Offer to Purchase, the First Supplement, the Second Supplement and the Schedule TO.

ITEM 12. EXHIBITS.

(a) (1) (T) Summary Advertisement published January 30, 2002.

-1-

SIGNATURES

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

COMPANY HOLDINGS, INC.,

by

/s/ STEVEN R. ROGEL

Name: Steven R. Rogel

Title: President

WEYERHAEUSER COMPANY,

by

/s/ STEVEN R. ROGEL

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 Name: Steven R. Rogel
 Title: President and Chief
 Executive Officer

Dated: January 30, 2002

-2-

Exhibit (a) (1) (T)

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a) (1) (T)	Summary Advertisement published January 30, 2002.

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(Street)

PALO ALTO, CA 94304 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/31/2012		M	25,554 A \$ 13.85	73,514.8987 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(2)	01/04/2012		A	125,1448 (3)	(3)	(3)	Common Stock	1
Restricted Stock Units	(2)	10/31/2012		M	25,554 (5)	(4)	(4)	Common Stock	
Restricted Stock Units	(2)	01/04/2012		A	1,373,2137 (6)	(6)	(6)	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEGHTE WILLIAM L C/O HEWLETT-PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304			EVP & COO	

Signatures

/s/ David Ritenour as Attorney-in-Fact for William L. Veghte

11/02/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The total beneficial ownership includes 975.0391 shares at \$23.5220 per share acquired under the HP 2011 Employee Stock Ownership Plan ("ESPP") on 04/30/12 with respect to shares held under the ESPP; 2.2244 shares at \$26.5149 per share acquired through dividends
- (1) paid in shares on 01/04/12; 2.5414 shares at \$23.2862 per share acquired through dividends paid in shares on 04/04/12; 8.0208 shares at \$19.6980 per share acquired through dividends paid in shares on 07/05/12; and 10.3858 shares at \$15.2860 per share acquired through dividends paid in shares on 10/03/12 with respect to shares held under the ESPP.
 - (2) Each restricted stock unit represents a contingent right to receive one share of HP common stock.
 - (3) As previously reported, on 12/10/10 the reporting person was granted 10,000 restricted stock units ("RSUs"), 5,000 of which will vest on 12/10/11, and 5,000 of which will vest on 12/10/12. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 125.1448 dividend equivalent rights being reported reflect 22.5394 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 25.7954 dividend equivalent rights at \$23.26 per RSU credited to

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the reporting person's account on 04/04/12; 32.5444 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 44.2656 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

As previously reported, on 08/01/11 the reporting person was granted 50,000 restricted stock units ("RSUs"), 12,500 of which vested on 10/31/11, 25,000 of which vested on 10/31/12, and 12,500 of which will vest on 04/30/13. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The number of derivative securities beneficially owned immediately

- (4) prior to the transaction being reported includes 169.0458 dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 193.4652 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 244.0828 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 331.9920 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.
- (5) The number of derivative securities beneficially owned in column 5 includes 554 vested dividend equivalent rights and a de minimus adjustment of 0.4142 due to fractional rounding of the dividend equivalent rights.

As previously reported, on 12/12/11 the reporting person was granted 54,865 restricted stock units ("RSUs"), 18,288 of which will vest on each of 12/12/12 and 12/12/13, and 18,289 of which will vest on 12/12/14. Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on HP common stock. The 1,373.2137 dividend equivalent rights being reported reflect 247.3253

- (6) dividend equivalent rights at \$26.62 per RSU credited to the reporting person's account on 01/04/12; 283.0525 dividend equivalent rights at \$23.26 per RSU credited to the reporting person's account on 04/04/12; 357.1095 dividend equivalent rights at \$20.28 per RSU credited to the reporting person's account on 07/05/12; and 485.7264 dividend equivalent rights at \$14.91 per RSU credited to the reporting person's account on 10/03/12.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.