

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>VANDENNOORT HANS E</u>  (Last) (First) (Middle) <u>1301 RIVERPLACE BOULEVARD</u> <u>SUITE 2300</u>  (Street) <u>JACKSONVILLE FL</u> <u>32207</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RAYONIER INC [ RYN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SR VP &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	12/23/2011		M		19,443	A	\$27.56	168,139.5	D	
Common Shares	12/23/2011		S		19,443	D	\$44.0492 <sup>(1)</sup>	148,696.5 <sup>(2)</sup>	D	
Common Shares	12/27/2011		M		2,157	A	\$27.56	150,853.5	D	
Common Shares	12/27/2011		S		2,157	D	\$44	148,696.5	D	
Common Shares								6,952.179	I	In Trust <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$27.56 <sup>(4)</sup>	12/23/2011		M		19,443		(5)	01/03/2016	Common Shares	19,443 <sup>(4)</sup>	\$0.0000	2,157	D	
Employee Stock Option	\$27.56 <sup>(4)</sup>	12/27/2011		M		2,157		(5)	01/03/2016	Common Shares	2,157 <sup>(4)</sup>	\$0.0000	0.0000	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$44.00 to \$44.11. The price reported above reflects the weighted average sale price. Upon written request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price is available.
- Adjusted to reflect a 3-for-2 stock split effective 8/24/2011.
- Shares are held in the Rayonier Investment and Savings Plan, a 401(k) plan, for this person's account.
- This option was previously reported as covering 14,400 shares at an exercise price of \$41.34 per share, but was adjusted to reflect the stock split on 8/24/2011.
- The option vests in three equal annual installments beginning on 1/3/07.

Michael R. Herman, Attorney-in-Fact 12/28/2011

\*\* Signature of Reporting Person Date

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

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

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

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

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 Number.