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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |

| | | | 2. Issuer Name and Ticker or Trading Symbol <u>RAYONIER INC</u> [RYN] | (Check | tionship of Reporting Per all applicable) Director Officer (give title | son(s) to Issuer 10% Owner Other (specify | | |
|--|-----|----------------|--|---|---|---|--|--|
| (Last) (First) 225 WATER STREET SUITE 1400 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2016 | Х | below) SVP, Real E | below) | | |
| (Street) JACKSONVILLE (City) | SFL | 32202 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X 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) | Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) | |
| Common Shares | 04/01/2016 | | Α | | 4,827(1) | Α | \$0.0000 | 18,266 | D | | |
| Common Shares | | | | | | | | 380.7978 | Ι | In Trust ⁽²⁾ | |

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. Transa Code (8) | | of Deriv Secur Acqu (A) or Dispo of (D) | or posed D) tr. 3, 4 | | 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 | | | | |

Explanation of Responses:

1. Grant of restricted stock to vest in one-third installments on the third, fourth and fifth anniversary of grant date, in each case assuming continued employment with Rayonier.

2. Shares are held in the Rayonier Investment and Savings Plan, a 401(k) plan, for this person's account.

Laura L. Davis, Attorney-in-

Fact

04/04/2016

** 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.