

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer Subject to Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act 1940

OMB Number 3235-0287  
Expires: September 30, 1998  
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
Gross	Ronald	M	Rayonier Inc. (RYN)		X Director	10% Owner
(Last)	(First)	(MI)			X Officer	Other
1177 Summer Street			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		---(give title below) ---(Specify below)	
(Street)					Chairman & Chief Executive Officer	
Stamford CT 06905-5529			4. Statement for Month/Year		5. If Amendment, Date of Original (Month/Year)	
(City) (State) (Zip)			January 1998		7. 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 (Mon/Day/Yr)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Ownership Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) (D)	Price			
Common Shares	01/14/1998	M (01)	27000	A	\$ .0000 (01)			
Common Shares	01/14/1998	F	12150	D	\$41.6900	107210	D	
Common Shares					\$ .0000	11884	I (02) In Trust	

Reminder: Report on a separate line for each class securities owned directly or indirectly.  
\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mon/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned at End of Month (Instr. 4)	10. Ownership Form (D) or (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date					
EMPLOYEE STOCK OPTIONS	\$42.6300	01/02/1998	A	V	45000	01/02/1999	01/04/2008	Common Shares		45000	D	

IN						(03)					
Performance Share	01/14 1998	M			18000		Common Shares	27000	0	D	
	(01)								(01)		
Performance Share	01/02 1998	A	V		19000		Common Shares	19000	19000	D	
	(04)								(04)		

Explanation of Responses:

- (01) Performance Shares are paid in Rayonier Inc. Common Shares in an amount ranging from 0 to 150% of the Performance Shares awarded based upon Rayonier Inc.'s total shareholder return performance during the period from January 3, 1995 to January 2, 1998 as compared with the performance of a peer group of companies. Actual TSR performance translates into an award payment in January 1998 of 150% of Performance Shares Awarded.
- (02) Shares held in trust are held in the Rayonier Investment & Savings Plan for this person's account.
- (03) Vests in one-third installments annually commencing January 2, 1999.
- (04) Performance Shares are paid in Rayonier Inc. Common Shares in an amount ranging from 0 to 150% of the Performance Shares awarded based upon Rayonier Inc.'s total shareholder return performance during the period from January 2, 1998 to December 31, 2000.

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

/s/John B. Canning, Attorney-in-Fact      02/06/1998  
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 \*\*Signature of Reporting Person      Date

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

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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 OMD Number

Gross, Ronald

Rayonier Inc.

