

March 29, 1994

VIA ELECTRONIC TRANSMISSION

Securities and Exchange Commission
450 Fifth Street N.W.
Washington, D.C. 20549

Ladies and Gentlemen:

In accordance with the regulations of the Securities and Exchange Commission, Rayonier Inc. (the "Company") is filing electronically herewith Post-Effective Amendment No. 1 to the Company's Registration Statement on Form S-8 (No. 33-52445) and Post-Effective Amendment No. 1 to the Company's Registration Statement on Form S-8 (No. 33-52437).

Very truly yours,

M. Louise Turilli

MLT:hr

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective
Amendment No. 1
to
FORM S-8
Registration Statement
Under
The Securities Act of 1933

RAYONIER INC.
(Exact name of registrant as specified in its charter)

North Carolina 13-2607329
(State of Incorporation or Organization) (I.R.S. Employer
Identification No.)

1177 Summer Street, Stamford, CT 06904
(Address of Principal Executive Officer) (Zip Code)

Rayonier Incentive Stock Plan
(Full title of the plan)

John B. Canning, Esq.
Corporate Secretary and Associate General Counsel
Rayonier Inc.
1117 Summer Street, Stamford, Connecticut 06904
(Name and address of agent for service)

203-348-7000
(Telephone number, including zip code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
Common Shares	4,500,000 shares	\$32.875	\$147,937,500	\$51,012.93

(1) For purposes of Rule 457(c), the date specified for determining the average of the high and low prices reported in the consolidated reporting system is February 25, 1994.

(2) Previously paid upon initial filing on March 1, 1994.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following additional Exhibits are filed herewith:

Exhibit No.	Title	Location
24.	Powers of attorney	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut on this 29th day of March, 1994.

RAYONIER INC.

By /s/ George S. Areson
Name: George S. Areson
Title: Acting Corporate Controller

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title
/s/ Ronald M. Gross Ronald M. Gross	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Gerald J. Pollack Gerald J. Pollack	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ George S. Areson George S. Areson	Acting Corporate Controller (Principal Accounting Officer)
* William J. Alley	Director
* Rand V. Araskog	Director
* Donald W. Griffin	Director
* Paul G. Kirk, Jr.	Director

*
Katherine D. Ortega

Director

*
Burnell R. Roberts

Director

*
Gordon I. Ulmer

Director

*By /s/ Gerald J. Pollack
Gerald J. Pollack
Attorney-in-Fact
March 29, 1994

EXHIBIT INDEX

Exhibit No.	Title	Location	Page
24.	Powers of attorney	Filed herewith.	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints GERALD J. POLLACK and JOHN B. CANNING his or her true and lawful attorneys-in-fact, with full power in each to act without the other and with full power of substitution and resubstitution to sign in the name of such person and in each of his or her offices and capacities in Rayonier Inc. (the "Company") post-effective Amendment No. 1 to the Registration Statement of the Company on Form S-8 relating to plan interests and 300,000 Common Shares of the Company issuable under the Rayonier Investment and Savings Plan for Salaried Employees and post-effective Amendment No. 1 to the Registration Statement of the Company on Form S-8 relating to 4,500,000 Common Shares issuable under the Rayonier 1994 Incentive Stock Plan and all additional amendments (including post-effective amendments) and supplements to such Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

Dated: March 21, 1994

/s/ Gordon Ulmer
Name: Gordon Ulmer
Title: Director

Exhibit 24

POWER OF ATTORNEY

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Dated: March 21, 1994

/s/ Rand V. Araskog
Name: Rand V. Araskog
Title: Director

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Dated: March 21, 1994

/s/ Burnell R. Roberts
Name: Burnell R. Roberts
Title: Director

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Dated: March 21, 1994

/s/ Katherine D. Ortega
Name: Katherine D. Ortega
Title: Director

POWER OF ATTORNEY

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Dated: March 21, 1994

/s/ Paul G. Kirk, Jr.
Name: Paul G. Kirk, Jr.
Title: Director

POWER OF ATTORNEY

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Dated: March 19, 1994

/s/ William J. Alley
Name: William J. Alley.
Title: Director

POWER OF ATTORNEY

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Dated: March 21, 1994

/s/ Donald W. Griffin
Name: Donald W. Griffin
Title: Director