

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>NUNES DAVID L</u> (Last) (First) (Middle) <u>1 RAYONIER WAY</u> (Street) <u>WILDLIGHT FL 32034</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2020</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/15/2020</u>		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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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				
Limited Partnership Units of Rayonier, L.P.	(1)	05/13/2020		A		392,900		(1)	(1)	Common Shares	392,900	\$0 ⁽²⁾⁽³⁾	392,900	D	
Limited Partnership Units of Rayonier, L.P.	(1)	05/13/2020		A		2,439		(1)	(1)	Common Shares	2,439	\$0 ⁽²⁾⁽³⁾	2,439	I	By UGMA Custodian for Child

Explanation of Responses:

- The limited partnership units of Rayonier, L.P. ("ROP") are exchangeable for common shares of Rayonier Inc. ("Rayonier") on a one-for-one basis. Subject to certain limitations, these limited partnership units are immediately exercisable and have no expiration date.
- On May 8, 2020 (the "Effective Date"), the transactions contemplated by the Agreement and Plan of Merger, dated as of January 14, 2020, by and among Rayonier, Rayonier Operating Company LLC, Pacific GP Merger Sub I, LLC, Pacific GP Merger Sub II, LLC, Pacific LP Merger Sub III, LLC, Pope Resources, a Delaware limited partnership ("Pope"), Pope MGP, Inc. and Pope EGP, Inc., as amended by Amendment No. 1, dated as of April 1, 2020 (the "Merger Agreement"), filed with the Securities and Exchange Commission as Exhibit 2.1 to Rayonier's Current Report on Form 8-K on January 15, 2020 and Exhibit 2.1 to Rayonier's Current Report on Form 8-K filed April 2, 2020, were completed.
- In the merger, each Pope limited partnership unit was entitled to receive at the election of the unitholder either (i) limited partnership units of ROP or (2) a combination of cash and limited partnership units of ROP. As described in the Merger Agreement, the limited partnership units of ROP were determined and calculated with respect to the reporting person on May 13, 2020 and were received by the reporting person on such date in exchange for units of Pope Resources as the non-cash consideration component of the merger consideration set forth in the Merger Agreement. On the Effective Date, the closing price of Rayonier's common shares was \$25.18 per share and the closing price of Pope's limited partnership units was \$98.00 per unit.

Remarks:

Explanatory Note: On May 15, 2020, the reporting person filed a Form 4 with respect to limited partnership units of Rayonier, LP ("ROP") acquired in connection with the completion of the transactions contemplated by the Merger Agreement (as defined below). On May 18, 2020, due to adjustments to the merger consideration payable to certain unitholders of Pope Resources, a Delaware limited partnership ("Pope"), limited partnership units arising from clerical errors made by third-party administrators, the amount of limited partnership units of ROP acquired by the reporting person was modified in accordance with the terms of the Merger Agreement (as defined below). This amended Form 4 is being filed solely for purpose of correcting the number of limited partnership units of ROP acquired by the reporting in the transaction contemplated thereby. Exhibit 24 Power of Attorney - This amended Form 4 is also being filed to add the Power of Attorney, filed as Exhibit 24 hereto.

/s/ Cynthia L. Jones / Attorney-In-Fact 05/20/2020

** 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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Mark R. Bridwell, Cynthia L. Jones and Mark D. McHugh, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Rayonier Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to

be executed as of this 13th day of December, 2019.

/s/ David L. Nunes

David L. Nunes

President - Chief Executive Officer