

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 02/26/2009

RAYONIER INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-6780

North Carolina
(State or other jurisdiction of
incorporation)

13-2607329
(IRS Employer
Identification No.)

**50 North Laura Street
Jacksonville, Florida
32202**

(Address of principal executive offices, including zip code)

904-357-9100

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

On February 26, 2009, Timothy H. Brannon, Rayonier's Senior Vice President, Forest Resources, who has 35 years of service with Rayonier, executed a 10b5-1 Plan for financial planning purposes, pursuant to which Mr. Brannon will exercise 107,722 Rayonier stock options and sell the underlying shares of Rayonier stock periodically over a nine month period commencing March 2, 2009 provided Rayonier's stock price meets the limit order price set forth in the Plan. Mr. Brannon also holds an additional 134,190 Rayonier stock options and 232,538 shares of Rayonier stock not subject to the 10b5-1 Plan. This Plan replaces an earlier plan filed on Form 8-K on September 15, 2008.

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAYONIER INC.

Date: February 26, 2009

By: /s/ HANS E. VANDEN NOORT

HANS E. VANDEN NOORT
SENIOR VICE PRESIDENT AND CHIEF
FINANCIAL OFFICER