

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Frazier W. Edwin III</u> (Last) (First) (Middle) 1301 RIVERPLACE BOULEVARD SUITE 2300 (Street) JACKSONVILLE FL 32207 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SR VP, CAO & Corp Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/14/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/14/2013		A		47,096 ⁽¹⁾	A	\$0.0000	168,134	D	
Common Shares	01/14/2013		M		7,508	A	\$31.06	175,642	D	
Common Shares	01/14/2013		S ⁽²⁾		7,508	D	\$53.38	168,134	D	
Common Shares	01/14/2013		F		17,487	D	\$53.59	150,647	D	
Common Shares								96,410	I	By The Frazier Gift Trust
Common Shares								986.6391	I	In Trust ⁽³⁾

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
Employee Stock Option	\$31.06 ⁽⁴⁾	01/14/2013		M			7,508		⁽⁵⁾	01/02/2018	Common Shares	7,508	\$0.0000	22,522 ⁽⁴⁾	D	

Explanation of Responses:

- Paid pursuant to 2010 Contingent Performance Share award.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2012, covering his 2008 stock option grant totaling 30,030 shares (adjusted for the August 24, 2011 stock split).
- Shares are held in the Rayonier Investment and Savings Plan, a 401(k) plan, for this person's account.
- This option was previously reported as covering 20,020 shares at an exercise price of \$46.59 per share, but was adjusted to reflect the stock split on 8/24/2011.
- Vests in one-third installments annually commencing 1/2/2009.

W. Edwin Frazier, III 01/16/2013

** 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.