

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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) <u>50 NORTH LAURA STREET</u> <u>19TH FLOOR</u> (Street) <u>JACKSONVILLE FL 32202</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/21/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>RAYONIER INC [RYN]</u>	
		4. 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>VP, Governance & Corp Sec</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	10,000 ⁽¹⁾	D	
Common Shares	1,183	I	In Trust ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
01/02/01 Employee Stock Option	01/02/2004	01/04/2011	Common Shares	7,122	21.52	D
01/03/00 Employee Stock Options	01/03/2003	01/05/2010	Common Shares	4,451	26.26	D
5/17/99 Employee Stock Options	05/17/2002	05/19/2009	Common Shares	4,451	27.14	D
Employee Stock Option	01/02/2003 ⁽³⁾	01/04/2012	Common Shares	8,903	27.88	D
Employee Stock Options	01/02/2004 ⁽⁴⁾	01/04/2013	Common Shares	8,903	25.84	D
Employee Stock Options	01/02/2005 ⁽⁵⁾	01/02/2014	Common Shares	20,000	41.58	D

Explanation of Responses:

- Grant of restricted shares to vest 01/02/2006 assuming Mr. Frazier's continued employment with Rayonier.
- Shares are held in the Rayonier Investment and Savings Plan for this person's account.
- Vests in one-third installments annually commencing 1/2/03.
- Vest in one-third installments annually commencing 01/02/2004.
- Vests in one-third installments annually commencing 1/2/05.

Remarks:

/s/ Frazier, III, W. Edwin

05/28/2004

** 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 5 (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.