

RAYONIER INC
Form 11-K
June 29, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

(Mark One):

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the year ended December 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-6780

RAYONIER INC. FERNANDINA MILL
SAVINGS PLAN FOR HOURLY EMPLOYEES

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RAYONIER INC.

50 North Laura Street

Jacksonville, Florida 32202

Telephone Number: (904) 357-9100

(Principal Executive Office)

(Name and address of Issuer of the securities held pursuant to the Plan)

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**RAYONIER INC. FERNANDINA MILL
SAVINGS PLAN FOR HOURLY EMPLOYEES
AS OF DECEMBER 31, 2009 AND 2008
AND FOR THE YEAR ENDED DECEMBER 31, 2009
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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and the Pension and Savings Plan Committee of the

Rayonier, Inc. - Fernandina Mill Savings Plan for Hourly Employees

Jacksonville, Florida

We have audited the accompanying statements of net assets available for benefits of the Rayonier, Inc. - Fernandina Mill Savings Plan for Hourly Employees (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated, in all material respects, when considered in relation to the basic financial statements taken as a whole.

/s/ ENNIS, PELLUM & ASSOCIATES, P.A.

Jacksonville, Florida

June 29, 2010

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31,

| | 2009 | 2008 |
|---------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| ASSETS | | |
| Investments, at fair value (Notes 2, 3 and 4) | \$ 7,040,840 | \$ 5,763,431 |
| Receivables: | | |
| Accrued interest and dividends | 178 | 55 |
| Participants' contributions | 7,594 | 33,309 |
| Employer contributions | 1,508 | 4,444 |
| Total receivables | 9,280 | 37,808 |
| LIABILITY | | |
| Purchased securities payable | | 27,400 |
| NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE | 7,050,120 | 5,773,839 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 2) | (234,669) | 114,177 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 6,815,451 | \$ 5,888,016 |

The accompanying notes are an integral part of these financial statements.

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

| | |
|--------------------------------------------------------|--------------|
| ADDITIONS TO NET ASSETS: | |
| Net appreciation in fair value of investments (Note 4) | \$ 716,616 |
| Interest and dividends (Note 5) | 177,565 |
| Employer contributions | 184,148 |
| Participants contributions | 733,050 |
| | 1,811,379 |
| DEDUCTIONS FROM NET ASSETS: | |
| Distributions to participants | (749,497) |
| Net increase | 1,061,882 |
| Transfers of assets from this plan (Note 1) | (134,447) |
| Net assets available for benefits: | |
| Beginning of year | 5,888,016 |
| End of year | \$ 6,815,451 |

The accompanying notes are an integral part of these financial statements.

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The following brief description of the Rayonier Inc. Fernandina Mill Savings Plan for Hourly Employees (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time, hourly-paid, bargaining unit employees of the Fernandina mill of Rayonier Inc. (Sponsor or the Company). Certain part-time employees at the Fernandina mill are also eligible to participate in the Plan. Eligible full-time employees may join the Plan on the first day of the month following 120 days of service. A part-time employee is eligible for participation upon completion of 1,000 hours of service in a consecutive twelve-month period of employment measured from the date on which such employee's service commences. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Massachusetts Mutual Life Insurance Company (MassMutual) serves as the custodian and record keeper of the Plan, and maintains and administers the Plan's investment assets for the benefit of participants. The trust forming part of the Plan (the Trust) maintains the Plan's investment in the Rayonier Inc. Common Stock Fund and is administered by State Street Corporation (State Street). MassMutual was appointed the record keeper for the assets held in the Trust under an agreement between the Company, MassMutual, and State Street.

Contributions

Each year, a participant may contribute to the Plan basic contributions from two percent to six percent of eligible compensation, in one percent increments. In addition, a participant may make supplemental contributions of not less than one percent and no more than 10 percent to the Plan. Contributions may be made on a before-tax basis, after-tax basis, or a combination thereof.

Each year, the Company makes a matching contribution equal to 50 percent of the basic contributions contributed by a participant for the month. The Company's total annual matching contribution was limited to \$900 and \$850 per participant for the years ended December 31, 2009 and 2008, respectively. Matching Company contributions are initially invested in the Rayonier Inc. Common Stock Fund. Participants can elect to transfer all or part of their total account balance into any available investment under the Plan at any time.

The Company closed enrollment in its pension plans to new employees hired after April 2006. Effective May 2006, employees hired after April 2006 are automatically enrolled in this Plan and receive an enhanced contribution of \$1,250 annually.

Each year participants may contribute up to the maximum allowed by the Internal Revenue Code (IRC). In addition, the Plan allows for catch-up contributions by participants age 50 years and older as of the end of the Plan year. The Plan also permits rollover contributions from other qualified plans into the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and the related Company contribution. Plan earnings and losses are allocated to participant accounts based upon account balances.

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately fully vested in their contributions plus actual earnings thereon at all times. Participants vest in the Company's contributions at a rate of 20 percent per year of service; full vesting occurs after five years of service.

Forfeitures

Forfeited non-vested accounts may be used to reduce future employer contributions or to pay for administrative expenses related to the Plan. At December 31, 2009 and 2008, the balance in forfeited, non-vested accounts totaled \$1,848 and \$834, respectively, and remain available in the MassMutual Fixed Income Fund (MassMutual GIA) to reduce future employer contributions. During 2009, forfeitures of \$1,484 were utilized to reduce employer contributions. No administrative expenses were paid with forfeitures and total forfeitures were \$2,166 for the year ended December 31, 2009.

Transfers

The Company maintains several defined contribution plans for its employees depending upon their employment status. If participants in a plan change their status during the year, their account balances are transferred into the corresponding plan. These transfers are included in the Transfers of assets on the Statement of Changes in Net Assets Available for Benefits.

Investment Options

Participants direct the investment of their contributions into various investment options offered by the Plan, as listed in the accompanying schedule of assets (held at end of year).

Participants may elect to invest in the Rayonier Inc. Common Stock Fund but are prohibited from transferring into most investment options if they have transferred into and out of the same option within the previous 60 days. The MassMutual GIA is not subject to this rule nor does this rule prohibit participants from transferring out of any option at any time.

Payment of Benefits and Withdrawals

Plan benefits are payable to participants at the time of termination or retirement (including early retirement), in the case of becoming permanently and totally disabled, or to their beneficiaries in the event of death, and are based on the fully vested balance of their accounts. Alternatively, a participant may elect to defer distribution until April 1 of the year following the participant's attainment of age 70½, provided the participant's vested account balance exceeds \$1,000. The participant may elect to receive one lump-sum payment or a series of benefit payments based on annual, semi-annual, quarterly, or monthly installments, generally over a period not to exceed twenty years.

Withdrawals of any amount may be made from the participant's after-tax account balance in excess of a prescribed minimum. Withdrawals from before-tax account balances are allowable before attaining the age of 59½ in the case of death, permanent and total disability, or financial hardship. Existence of financial hardship is determined by Internal Revenue Service (IRS) criteria.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared under the accrual method of accounting.

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The Company evaluated events and transactions that occurred after the balance sheet date but before financial statements were issued, and no subsequent events were identified.

Use of Estimates

The preparation of the financial statements requires the use of certain estimates in determining the reported amount of assets and liabilities at the date of the financial statements and the reported amount of contributions, earnings, distributions and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fully benefit-responsive investment contracts such as those held by the MassMutual GIA, are required to be reported at fair value. However, contract value (generally equal to historical cost plus accrued interest) is the relevant measure for fully benefit-responsive investment contracts because it represents the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the standard, all Plan investments are presented at fair value in the Statements of Net Assets Available for Benefits and an adjustment is made to revalue the fair value of the MassMutual GIA to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The fair value of the MassMutual GIA is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The guaranteed interest rate is determined every six months thus allowing the Plan Sponsor and participants to make informed decisions regarding current allocations.

| Average yields | December 31, | |
|-------------------------------------------------|--------------|-------|
| | 2009 | 2008 |
| Based on actual earnings | 3.57% | 4.27% |
| Based on interest rate credited to participants | 3.57% | 4.27% |

The guaranteed interest rate was 3.80 percent and 3.75 percent as of December 31, 2009 and 2008, respectively.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends are recorded on the accrual basis. See Note 3 - *Fair Value Measurements* below for additional information.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

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Benefits are recorded when paid.

Operating Expenses

Certain expenses of maintaining the Plan are paid by the Sponsor. Fees charged by the individual funds and participant specific expenses are deducted from the participant's balance and reflected as a component of net gain from investment in plan assets.

3. Fair Value Measurements

Financial assets and liabilities disclosed in the financial statements on a recurring basis are to be recorded at fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The guidance establishes a three-level hierarchy that prioritizes the inputs used to measure fair value as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

| Description | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------------|----------------|----------------|----------------|--------------|
| MassMutual GIA | \$ | \$ | \$ 3,495,767 | \$ 3,495,767 |
| Pooled Separate Investment Accounts | | 2,115,600 | | 2,115,600 |
| Rayonier Inc. Common Stock Fund | 1,429,473 | | | 1,429,473 |
| Investments at Fair Value | \$ 1,429,473 | \$ 2,115,600 | \$ 3,495,767 | \$ 7,040,840 |

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The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

| Description | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------------|--------------|--------------|--------------|--------------|
| MassMutual GIA | \$ | \$ | \$ 2,603,616 | \$ 2,603,616 |
| Pooled Separate Investment Accounts | | 1,869,752 | | 1,869,752 |
| Rayonier Inc. Common Stock Fund | 1,290,063 | | | 1,290,063 |
| Investments at Fair Value | \$ 1,290,063 | \$ 1,869,752 | \$ 2,603,616 | \$ 5,763,431 |

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

MassMutual GIA fair value measured using liquidation value based on an actuarial formula as defined under the terms of the contract.

Pooled Separate Investment Accounts fair value measured using unit value calculated from the net assets of the underlying pool of securities.

Rayonier Inc. Common Stock Fund fair value measured using unit values from observable market values of the stock plus short-term investment fund.

Changes in the fair value of the Plan's Level 3 assets during the year ended December 31, 2009 were as follows:

| | Level 3 Assets MassMutual GIA |
|----------------------------------------------------------------------|----------------------------------|
| Balance, beginning of the year | \$ 2,603,616 |
| Interest Income | 116,842 |
| Change in fair value of fully benefit-responsive investment contract | 309,801 |
| Purchases, (issuances), and (settlements) | 465,508 |
| Balance, end of year | \$ 3,495,767 |

4. Investments

The investments that represented five percent or more of the Plan's Net Assets Available for Benefits as of December 31, 2009 and 2008 were as follows:

| | 2009 | 2008 |
|-------------------------------------|--------------|--------------|
| MassMutual GIA | \$ 3,495,767 | \$ 2,603,616 |
| American Century Equity Growth Fund | 1,586,213 | 1,545,370 |
| Rayonier Inc. Common Stock Fund | 1,429,473 | 1,290,063 |

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

During 2009, the net appreciation in the fair value of investments held by the Plan (including gains and losses on investments bought, sold and held during the year) is as follows:

| | |
|-----------------------------------------------|------------|
| Rayonier Inc. Common Stock Fund | \$ 396,189 |
| Pooled Separate Investment Accounts | 320,427 |
| Net Appreciation in Fair Value of Investments | \$ 716,616 |

5. Dividends

The Plan received regular cash dividends of \$2.00 per share on Rayonier Inc. stock owned, totaling \$68,564 for the year ended December 31, 2009.

6. Party-in-Interest Transactions

Certain Plan investments are in Rayonier Inc. common stock. As Rayonier Inc. is the Sponsor, these transactions also qualify as party-in-interest transactions. At December 31, 2009 and 2008, the Plan held 32,361 and 39,055 shares of Rayonier Inc. common stock, respectively, which represented 0.04 and 0.05 percent, respectively, of the total shares outstanding. In addition, the Plan Sponsor paid certain plan expenses totaling \$47,861.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

8. Tax Status

The Plan has filed for a determination letter from the IRS regarding the Plan's qualification under Section 401(a) of the IRC. The Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. The Plan Administrator will make any changes deemed necessary to ensure the Plan is granted tax-exempt status.

9. Reconciliation of Financial Statements to Form 5500:

The following is a reconciliation of net assets available for benefits according to the financial statements as compared to Form 5500 as of December 31, 2009 and 2008:

2009 2008

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| | | |
|----------------------------------------------------------------|--------------|--------------|
| Net assets available for benefits per the financial statements | \$ 6,815,451 | \$ 5,888,016 |
| Less: Contributions receivable at December 31, 2009 | (9,101) | |
| Net assets available for benefits per Form 5500 | \$ 6,806,350 | \$ 5,888,016 |

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

The following is a reconciliation of changes in net assets available for benefits as presented in these financial statements as compared to Form 5500 for the year ended December 31, 2009:

| | |
|--------------------------------------------------------------------------------------|--------------|
| Increase in net assets per statement of changes in net assets available for benefits | \$ 1,061,882 |
| Change in contributions receivable | 28,656 |
| Net income per Form 5500 | \$ 1,090,538 |

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RAYONIER INC. FERNANDINA MILL SAVINGS PLAN FOR HOURLY EMPLOYEES

SCHEDULE H, LINE 4i: SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2009

PLAN NUMBER 034

EMPLOYER IDENTIFICATION NUMBER 13-2607329

| | Identity of Issue | Description | Current Value |
|---|----------------------------------------|---------------------------------|----------------------|
| * | MassMutual GIA | Stable Value | \$ 3,495,767 |
| * | American Century Equity Growth Fund | Large Cap Core | 1,586,213 |
| * | Rayonier Inc. Common Stock Fund | Company Stock | 1,429,473 |
| * | MassMutual Select Strategic Balanced | Asset Allocation | 176,536 |
| * | MassMutual Select Overseas | International/Global Large Core | 133,028 |
| * | MassMutual Select Indexed Equity | Large Cap Core | 79,586 |
| * | MassMutual Select Small Company Value | Small Cap Value | 49,003 |
| * | MassMutual Select Small Company Growth | Small Cap Growth | 28,313 |
| * | MassMutual Destination Retirement 2030 | Asset Allocation | 21,247 |
| * | MassMutual Destination Retirement | Asset Allocation | 18,399 |
| * | MassMutual Destination Retirement 2020 | Asset Allocation | 17,538 |
| * | MassMutual Destination Retirement 2040 | Asset Allocation | 4,918 |
| * | MassMutual Destination Retirement 2010 | Asset Allocation | 819 |
| | | | \$ 7,040,840 |

Note: Investments are participant directed, thus cost information is not required.

* Denotes party-in-interest transaction.

See report of independent registered public accounting firm.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Pension and Savings Plan Committee for the Rayonier Inc. Fernandina Mill Savings Plan for Hourly Employees has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Rayonier Inc. Fernandina Mill Savings Plan for Hourly Employees
(Name of Plan)

June 29, 2010

/s/ W. EDWIN FRAZIER, III
W. Edwin Frazier, III
Plan Administrator