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INTERNATIONAL PAPER CO /NEW/ Form 5

Stock

February 26	, 2007										
FORM	15									PPROVAL	
		STATES					E CC	OMMISSION	OMB Number:	3235-0362	
Check this box if no longer subject			Washington, D.C. 20549					Expires:	January 31,		
to Section Form 4 o 5 obligati may cont <i>See</i> Instru	n 16. r Form ANN ions inue.		ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: 2005 Estimated average burden hours per response 1.0			
1(b).	Filed purs ^{Ioldings} Section 17(a) of the P	ublic Ut		g Compa	ny Ao	ct of 1		n		
1. Name and Address of Reporting Person <u>*</u> PARRS MARIANNE M			2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL PAPER CO /NEW/ [IP]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	liddle)	3. Statement for Issuer's Fiscal Year Ended Director			X Officer (give elow)	ve title 10% Owner Other (specify below)				
	RNATIONAL 6400 POPLAR AV							Executi	ive V.P. and CI	² O	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6	6. Individual or Joint/Group Reporting (check applicable line)			
MEMPHIS	, TN 38197						_	X_ Form Filed by Form Filed by M erson			
(City)	(State) (Zip)	Tabl	e I - Non-Deri	vative Sec	urities	Acqui	red, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dee (Month/Day/Year) Execution any (Month/			3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially			
					Amount	(A) or Amount (D) Price		Fiscal Year (Instr. 3 and 4)			
Common Stock	09/07/2006	Â		G <u>(1)</u>	29,999	D	\$0	196,042 <u>(2)</u>	D	Â	
Common Stock	09/07/2006	Â		G <u>(1)</u>	29,999	А	\$0	30,000	I	By spouse	
Common	Â	Â		Â	Â	Â	Â	293 <u>(2)</u>	I	By SSP	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Se
	Derivative				Securities			(Instr.	3 and 4)		B
	Security				Acquired						0
					(A) or						E
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
					(A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F8	Director	10% Owner	Officer	Other			
PARRS MARIANNE M C/O INTERNATIONAL PAPER 6400 POPLAR AVENUE MEMPHIS, TN 38197	Â	Â	Executive V.P. and CFO	Â			
Signatures							
Beth Murphree, Attorney-in-Fact for Parrs	02/26/2007						
<u>**</u> Signature of Reporting Person	Date						

Explanation of Responses:

* 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).
- (1) This transaction involved a gift of securities by the reporting person to her spouse, who shares the reporting person's household.
- (2) Share numbers are rounded.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.