

THOMAS LEE M
Form 4
February 04, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the
Securities Exchange Act of 1934,
Section 17(a) of the Public Utility
Holding Company Act of 1935 or
Section 30(h) of the Investment
Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Thomas, Lee M.			GEORGIA-PACIFIC CORPORATION (GP)			<input checked="" type="checkbox"/> Director or Owner <input checked="" type="checkbox"/> Officer (specify title below)			
						President			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)			
133 Peachtree Street, N.E.				1/31/03					
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person			
Atlanta, Georgia 30303						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Code			5. Acquisition or Disposition of Securities	7. Nature of Indirect Beneficial Ownership
			(Month/	(Month/	Code	Amount	(A) or Price	Owned or Acquired	Indirect Beneficial Ownership

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	Day/ Year)	Day/ Year)	(D)	Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock			19,828.000 (1)	D	

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).

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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 control number.

(Over)
SEC
1474
(9-02)

FORM 4 (continued)		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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date		Title
EMPLOYEE STOCK OPTION (right to buy GP) -- 1995 SVIP	\$28.650							(2)	03/31/05	Georgia-Pacific Common Stock	24,000

EMPLOYEE STOCK OPTION (right to buy GP) -- 1996 SVIP	\$25.840						(3)	01/31/06	Georgia-Pacific Common Stock	39,60
EMPLOYEE STOCK OPTION (right to buy GP) -- 1997 SVIP	\$26.420						(4)	02/02/07	Georgia-Pacific Common Stock	50,20
EMPLOYEE STOCK OPTION (right to buy GP) -- 1998 LTIP	\$28.210						(5)	01/28/08	Georgia-Pacific Common Stock	64,60
EMPLOYEE STOCK OPTION (right to buy GP) -- 1999 LTIP	\$32.170						(6)	01/27/09	Georgia-Pacific Common Stock	52,80
EMPLOYEE STOCK OPTION (right to buy GP) -- 2000 LTIP	\$41.590						(7)	01/20/10	Georgia-Pacific Common Stock	42,10
EMPLOYEE STOCK OPTION (right to buy GP) -- 2001 LTIP	\$29.470						(8)	01/28/11	Georgia-Pacific Common Stock	76,35
EMPLOYEE STOCK OPTION (right to buy GP) -- 2002 LTIP	\$24.440						01/31/03 (9)	01/30/12	Georgia-Pacific Common Stock	160,00
STOCK APPRECIATION RIGHT - 2003	\$15.220	01/31/03		A	319,500.000		01/31/04	01/30/13	Georgia-Pacific Common Stock	319,50

Explanation of Responses:

See continuation page(s) for footnotes.

** 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.

/s/ Lee M. Thomas

**Signature of Reporting Person

LEE M. THOMAS

February 4, 2003

Date

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Lee M. Thomas
133 Peachtree Street, NE
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
January 31, 2003

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- (1) Includes award of shares pursuant to performance rights granted under the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan.
- (2) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 04/01/98.
- (3) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 02/01/99.
- (4) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 02/03/00.
- (5) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 1999, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2008.
- (6) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 28, 2000, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 27, 2009.
- (7) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 21, 2001, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 20, 2010.
- (8) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.
- (9) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long

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Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.