GEORGIA PACIFIC CORP

Form 4 February 04, 2003

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

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 OMB APPROVAL

OMB

Number: 3235-0287 Expires: January 31,

2005

Estimated average

burden hours per

response......0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			ıer N	lame and Ti	cke	er or Trading	6. Relationship of Reporting					
Ivester, M. Douglas			ol			-	Person(s) to Issuer					
							(Check all applicable)					
			GEORGIA-PACIFIC CORPORATION (GP)						X Direct Owner			
									Oth er (specit	fv		
									(gilbelow)			
(Last) (ast) (First) (Middle)			3. I.R.S. Identification 4. Stateme								
				of		Month/Day/Yea	r					
One Buckhead Plaz		Reporting				7. Individual or Joint/Group Filing						
3060 Peachtree Road			Person, if an entity (Voluntary)			1/31/2003	(Che	ck	Applicable L	ine)		
						5. If Amendment,		X Form filed by One Reporting			orting	
					Date of		Per	rson				
(Street)						riginal		Form filed by More than One				
						(Month/Day/Ye	ar)	Re	porting Perso	n		
Suite 895												
Atlanta, Georgia 30	305	_										
(City)	p) Tabl	Table I Non-Derivative Securities Acq					-					
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GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN	\$24.800				02/01/03 (2)	02/01/12	Georgia-Pacific Common Stock	4,000.
Phantom Stock Units - GP	1 for 1				(3)	(3)	Georgia-Pacific Common Stock	19,780.
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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).

/s/ Joanna B. Apolinsky

**Signature of Reporting Person

By: Joanna B. Apolinsky

as Attorney-in-Fact

For: M. Douglas Ivester

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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February 4, 2003

Date

M. Douglas Ivester One Buckhead Plaza 3060 Peachtree Road, Suite 895 Atlanta, Georgia 30305 Georgia-Pacific Corporation (GP) January 31, 2003 Page 3 of 3 pages

(1) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning January 31, 2004, and may be exercised (to the extent vested) beginning on such vesting date and continuing

to January 31, 2013.

- (2) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning February 1, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to February 1, 2012.
- (3) The phantom stock units were acquired under the Georgia-Pacific Corporation Directors Deferred Compensation Plan, and will be settled in cash upon the reporting person's retirement. Payments will be made on a date or dates certain, based on the reporting person's irrevocable election to receive either a single cash payment or a specified number of annual installments.