

GEORGIA PACIFIC CORP  
Form 4  
April 03, 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 <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Fites, Donald V.			GEORGIA-PACIFIC CORPORATION (GP)			<input checked="" type="checkbox"/> Director or Owner <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify title below)			
(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)			
Caterpillar, Inc.				4/01/2003					
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	Form filed by One Reporting Person		Form filed by More than One Reporting Person			
Peoria, IL 61629-7210									
(City)	(State)	(Zip)	Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)			2. Transaction Date (Month/	2A. Deemed Execution Date, if any (Month/	3. Transaction Code			5. Acquisition or Disposition of Securities (Indicate if Beneficially Owned or Followed) (Indicate if Reported)	7. Nature of Indirect Beneficial Ownership
					Acquired (A)	Disposed of (D)	Code		

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	Day/ Year)	Day/ Year)	(D)	Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock			16,016,000	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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(Over)  
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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	Amount or Number of Shares
GEORGIA-PACIFIC OUTSIDE	\$15.220							01/31/04 (1)	01/31/13	Georgia-Pacific Common Stock	8,200.00

DIRECTORS STOCK OPTION PLAN									
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN	\$24.800					(2)	02/01/12	Georgia-Pacific Common Stock	4,000.00
Phantom Stock Units - GP	1 for 1	04/01/03		A	810.227	(3)	(3)	Georgia-Pacific Common Stock	810.22

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

April 2, 2003  
 Date

By: Joanna B. Apolinsky  
 as Attorney-in-Fact

For: Donald V. Fites

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**Donald V. Fites**  
**Caterpillar Inc.**  
**100 NE Adams Street**  
**Peoria, IL 61629-7210**

Georgia-Pacific Corporation  
 (GP)  
 April 1, 2003

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(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.
- (4) Includes 81.232 phantom stock units acquired pursuant to a dividend reinvestment feature of the Georgia-Pacific Corporation Directors Deferred Compensation Plan.