

OBRIEN GEORGE A  
Form 4  
January 03, 2003

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| <b>FORM</b><br><br><b>4</b>   | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or<br>Section 30(h) of the Investment Company Act of 1940 | OMB APPROVAL<br><br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden<br>hours per response.....0.5 |
| 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*<br><br>O'Brien George A.<br>(Last) (First) (Middle)<br><br>c/o International Paper Company<br>1201 Lathrop Avenue<br>(Street)<br><br>Savannah GA 31415<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>International Paper Company: IP | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input type="radio"/> Director <input type="radio"/> 10% Owner<br><input checked="" type="radio"/> Officer <input type="radio"/> Other (specify below)<br>(give title below)<br><br>Senior Vice President |
|   | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)      | 4. Statement for Month/Day/Year<br><br>1/1/03   |
|   |  | 5. If Amendment, Date of Original (Month/Day/Year) (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |

**Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price |  |   |  |
| Common Stock                       | 1/1/03                                  |   | A                                 |   | 10,500   | A          |       | 44,069(1)  | D   |  |
| Common Stock                       |   |   |                                   |   |  |            |       | 197(1)(2)(3)   | I   | By SSP   |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |
|                                    |   |   |                                   |   |  |            |       |  |   |  |

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).

**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.**



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 or Disposed of (Instr. 3, 4 and 5) |     |                  |                 | 6. Date Exercisable or Expiration Date (Month/Day/Year) |                            | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security (Direct (D) or Indirect (I) (Instr. 4)) |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|------------------|-----------------|---|----------------------------|---|--|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable | Expiration Date | Title   | Amount or Number of Shares |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |   |  |  |  |   |  |

Explanation of Responses:

- Share numbers are rounded.
- Investments in the SSP (International Paper Salaried Savings Plan) and DCSP (International Paper Deferred Compensation Savings Plan) are in a unitized fund of shares and cash. The investment in the DCSP operates similar to the SSP company stock fund, and the number of units will vary as the price of the Issuer's common stock varies.
- The information in this report is based on a plan statement dated as of September 30, 2002.

/s/ John E. Walendzik

January 3, 2003

\*\* Signature of Reporting Person

Date

By: John E. Walendzik,  
Attorney-in-Fact for  
George A. O'Brien

\*\* 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.