

INTERNATIONAL PAPER CO /NEW/
Form 3/A
April 17, 2003

| | | |
|---------------------------|--|--|
| FORM | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB APPROVAL OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response.....0.5 |
| 3 | INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES 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 | |
| (Print or Type Responses) | | |

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* Grillet Robert J. (Last) (First) (Middle) c/o International Paper 400 Atlantic Street (Street) Stamford CT 06921 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 4/01/03 | 4. Issuer Name and Ticker or Trading Symbol International Paper Company: IP |
| | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 5. Relationship of Reporting Person to Issuer (Check all applicable) <input type="radio"/> Director <input checked="" type="radio"/> Officer (give title below) Vice President Finance and Controller |
| | | 6. Filing Date of Original (Month/Day/Year) 4/01/03 <input type="radio"/> Other (specify below) |
| | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

| Table I -- Non-Derivative Securities Beneficially Owned | | | |
|---|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock | 14,529(1) | D | |
| Common Stock | 3,781(1)(2) | 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 5(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 3 (continued)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-------------------------|---|----------------------------------|--|---|---|
| | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | | |
| Employee Stock Options (right to buy) | 1/10/97 | 1/10/05 | Common Stock | 1,900 | \$38.875 | D | |
| Employee Stock Options (right to buy) | 1/09/98 | 1/09/06 | Common Stock | 2,200 | \$39.00 | D | |
| Employee Stock Options (right to buy) | 1/14/99 | 1/14/07 | Common Stock | 2,200 | \$42.875 | D | |
| Employee Stock Options (right to buy) | 1/13/00 | 1/13/08 | Common Stock | 2,200 | \$41.9375 | D | |
| Employee Stock Options (right to buy) | 9/15/98 | 1/11/04 | Common Stock | 1,900 | \$42.375 | D | |
| Employee Stock Options (right to buy) | 1/12/01 | 1/12/09 | Common Stock | 2,200 | \$46.00 | D | |
| Employee Stock Options (right to buy) | 1/11/02 | 1/11/10 | Common Stock | 6,000 | \$58.50 | D | |
| Employee Stock Options (right to buy) | 10/10/02 | 10/10/10 | Common Stock | 6,000 | \$29.3125 | D | |
| Employee Stock Options (right to buy) | 4/10/03 | 4/10/11 | Common Stock | 4,500 | \$35.05 | D | |
| Employee Stock Options (right to buy) | 10/09/03 | 10/09/11 | Common Stock | 4,500 | \$35.00 | D | |
| Employee Stock Options (right to buy) | 4/09/2004 | 4/09/12 | Common Stock | 8,500 | \$41.40 | D | |
| Employee Stock Options (right to buy) | 10/08/2004 | 10/08/12 | Common Stock | 7,500 | \$32.54 | D | |
| Common Stock | | | Common Stock | 1,678(1)(2) | | I | By DCSP |

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.

/s/ Rebecca Bouldien

April 17, 2003

** Signature of Reporting Person

Date

By: Rebecca Bouldien, Attorney-in-Fact for
Robert J. Grillet** 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.