Edgar Filing: CARTER JEROME N - Form 4

CARTER JERON	/IE N										
Form 4											
May 10, 2005								OMB A	PPROVAL		
FORM 4	UNITED	STATES			AND EXCHAN , D.C. 20549	NGE	COMMISSION		3235-0287		
Check this box								Expires:	January 31,		
if no longer subject to Section 16. Form 4 or							VNERSHIP OF		ted average hours per		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	tility Hol		Act	ge Act of 1934, of 1935 or Sectio 940	on			
(Print or Type Respon	nses)										
1. Name and Address CARTER JERO	2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL PAPER CO			-	5. Relationship of Reporting Person(s) to Issuer						
			/NEW/ [IP]				(Check all applicable)				
(Last) (3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify						
C/O INTERNAT PAPER, 400 AT		FREET	05/09/2005				below) below) Senior Vice President				
				. If Amendment, Date Original ïled(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
STAMFORD, C	Т 06921						Person	More than One R	eporting		
(City) (State)	(Zip)	Tab	le I - Non-I	Derivative Securit	ties Ao	equired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)							5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially(D) or IndirectBeneficial OwnershipOwned(I)OwnershipFollowing(Instr. 4)(Instr. 4)ReportedTransaction(s)(Instr. 4)				
				Code V	Amount (D) P	Price	(Instr. 3 and 4)				
Reminder: Report on	a separate line	e for each cl	ass of sec	urities benef	ficially owned dired	ctly of	r indirectly.				
					information of required to re	conta respo	oond to the colle ained in this form nd unless the for tly valid OMB co	are not m	SEC 1474 (9-02)		
	Tab				uired, Disposed o , options, convert		Beneficially Owned ecurities)				

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and 4	4)	Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Units	<u>(3)</u>	05/09/2005		А	12 (1)	(2)	(2)	Common Stock	12 <u>(1)</u>	\$ 33.79

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARTER JEROME N C/O INTERNATIONAL PAPER 400 ATLANTIC STREET STAMFORD, CT 06921			Senior Vice President				
Signatures							
Beth Murphree, Attorney-in-Fact f Carter	for Jerom	e N.	05/10/2005				
** Signature of Reporting Perso	on		Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Share numbers are rounded.
- (2) Amounts deferred pursuant to the IP Deferred Compensation Savings Plan.
- Investments in the SSP (International Paper Salaried Savings Plan) and DCSP (International Paper Deferred Compensation Savings Plan)(3) 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.

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.