

INTERNATIONAL PAPER CO /NEW/
Form 3
May 20, 2005

FORM 3 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

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kadien Thomas G | | (Month/Day/Year) | INTERNATIONAL PAPER CO /NEW/ [IP] | |
| (Last) | (First) | (Middle) | 05/10/2005 | |
| C/O INTERNATIONAL PAPER, Â 400 ATLANTIC STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| STAMFORD, Â CT Â 06921 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Senior Vice President | |
| | | | 6. 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 | 61,410 ⁽¹⁾ | D | Â |
| Common Stock | 6,521 ⁽¹⁾ | I | By SSP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who 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.

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: INTERNATIONAL PAPER CO /NEW/ - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (right to buy) | 01/14/1999 | 01/14/2007 | Common Stock | 4,000 | \$ 42.875 | D | Â |
| Employee Stock Option (right to buy) | 01/29/1999 | 01/29/2007 | Common Stock | 2,000 | \$ 41 | D | Â |
| Employee Stock Option (right to buy) | 04/14/2000 | 04/14/2008 | Common Stock | 4,000 | \$ 51.25 | D | Â |
| Employee Stock Option (right to buy) | 01/12/2001 | 01/12/2009 | Common Stock | 4,000 | \$ 46 | D | Â |
| Employee Stock Option (right to buy) | 01/10/2000 | 01/09/2006 | Common Stock | 3,000 | \$ 58.625 | D | Â |
| Employee Stock Option (right to buy) | 01/11/2002 | 01/11/2010 | Common Stock | 5,000 | \$ 66.3125 | D | Â |
| Employee Stock Option (right to buy) | 04/10/2003 | 04/10/2011 | Common Stock | 7,950 | \$ 35.05 | D | Â |
| Employee Stock Option (right to buy) | 10/09/2003 | 10/09/2011 | Common Stock | 4,700 | \$ 35 | D | Â |
| Employee Stock Option (right to buy) | 04/09/2004 | 04/09/2012 | Common Stock | 10,000 | \$ 41.4 | D | Â |
| Employee Stock Option (right to buy) | 04/08/2005 | 04/08/2013 | Common Stock | 15,000 | \$ 34.96 | D | Â |
| Employee Stock Option (right to buy) | 10/14/2005 | 10/14/2013 | Common Stock | 15,000 | \$ 39.14 | D | Â |
| Common Stock | Â (2) | Â (2) | Common Stock | 9,702 (1) | \$ 0 | I | By DCSP |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kadien Thomas G C/O INTERNATIONAL PAPER 400 ATLANTIC STREET STAMFORD,Â CTÂ 06921 | Â | Â | Â Senior Vice President | Â |

Signatures

Beth Murphree, Attorney-in-fact for Thomas G. Kadien 05/20/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

Investments in the SSP (International Paper Salaried Savings Plan) and DCSP (International Paper Deferred Compensation Savings Plan)

(2) are in a untitized 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. Payout of the plan is upon retirement.

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.