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PARRS MARIANNE M Form 4/A

December 19, 2002

	<i>i</i>	ES SECUR	ITIES A	ND EXCHA	NGE	CON	AMISS	ION	1							
UKW	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL						
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. See Instruction 1(b).	Section	rsuant to Section 1 17(a) of the Pul	16(a) of the blic Utility H	N BENEFIC Securities Excha Jolding Company ent Company Act	inge Act o Act of 19	of 1934	Р	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5								
(Print or Type Responses) 1. Name and Ad	dress of Reporting Pers	son*	2. Issuer Na	me and Ticker or	Trading S	Symbo	ol		6. Relations	hip of Reporting P	erson(s) to Is	ssuer				
	International Paper Company: IP								(Check all applicable) o Director o 10% Owner							
Parrs (Last)	Marianne (First)		3. I.R.S. Identification4. StatemNumber of ReportingMonth/Person, if an entity12/10/0						x Officer o Other (specify below) (give title below) Executive Vice President							
Stamford	(Street)	06921				Ori			ay (&hac) k A x Form f	Il or Joint/Group Fi opplicable Line) filed by One Repor filed by More than	ting Person	ng Person				
(City)	(State)	(Zip)	Table I Non-Derivative Securities Acquin							Lired, Disposed of, or Beneficially Owned						
1. Title of Securit (Instr. 3)	ty		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.) Code	8) V	4. Securit or Disp (Instr. 3 Amount	oosed 3, 4 a (A)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)				
Common Stock			1/1/02		А	V	12,000	Α		(Instr. 5 and 4)	(111311. 4)					
Common Stock			2/28/02		F	V	3,049(1)	D	\$40.35	114,192(1)	D					
Common Stock			1/28/02		Ι	V	9,692	D	\$41.85	11,964(1)(2)(3)	Ι	By SSP				
Common Stock										1	I	By Spouse				

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)

2. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	Execution Date, if	4. Trans- action Code (Instr. 8)		ative Sec Acquired Disposed		urit ian d Expiration (A Dat e of (M onth/Day/Year)					9. Number of Deriv- ative Securities Bene-	10. Own ship Forn Deri ative
			Code	v			Date		Title			ficially Owned Following Reported Trans- action(s) (Instr. 4)	Secu Dire (D) Indi (I) (Inst
\$41.40	4/9/02		А	V	27,500		4/9/04	4/9/12	Common Stock	27,500		27,500	Ι
	sion or Exercise Price of Deri- vative Security	sion or action Exercise Date Price of (Month/ Deri- Day/ vative Year) Security	sion or action Execution Exercise Date Date, if Price of (Month/ any Deri- Day/ (Month/ vative Year) Day/ Security Year)	sion or action Exercise Date Date, if Code Price of (Month/ any (Instr. Deri- Day/ (Month/ vative Year) Year) Year) Code	sion or action Execution Date Date Date, if Code (Instr. 8) Deri- Day/ (Month/ vative Year) Year) Code V	sion or action Execution Date Date Date, if Original Date, origina	sion or action Execution Date Date Date, if Acquired Deri- Day/ (Month/ Day/ Year) Year) Year Code V (A) (D)	sion or action Execution Date, if Date, if Operation Date, if Date, if Operation Date, if Date, if Date, if Operation Date, operati	$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	sion or action Execution action ative Securitiand Expiration Underlying Securities (Instr. 3 and 4) Price of (Month/ Date any (Instr. 8) Disposed of (Month/Day/Year) (Instr. 3 and 4) Deri- Day/ (Month/ Day/ (Month/ (Instr. 8) (Instr. 3, 4 and 5) Instr. 3, 4 and 5) Vative Year) Year) Day/ Year) Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares \$41.40 4/9/02 A V 27,500 4/9/04 4/9/12 Common 27,500	sion or Exerciseaction Date (Month/ Deri- vativeExecution Day/ (Month/ Day/ Year)action Code (Instr. 3)ative Securitiand Expiration (Aquired (ADate Disposed of (Month/Day/Year) (Instr. 3, 4 and 5)Underlying Securities (Instr. 3 and 4)of Derivative ative Security (Instr. 3, 4 and 5)Vative SecurityYear)Day/ Year)Toological CodeV(A) (A)(D)Date Date (Instr. 3, 4 and 5)Underlying Securities (Instr. 3 and 4)of Derivative Security (Instr. 3, 5)Security SecurityYear)CodeV(A)(D)Date Date ExercisableExpiration DateTitleAmount or Number of Shares5)\$41.404/9/02AV27,5004/9/044/9/12Common27,500	$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$

Explanation of Responses:

1. Share numbers are rounded.

- 2. 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.
- 3. Between January 1, 2002 and September 30, 2002, the reporting person acquired 303 shares of International Paper common stock under the SSP. The information in this report is based on a plan statement dated as of September 30, 2002.

/s/ John E. Walendzik

** Signature of Reporting Person

By: John E. Walendzik, Attorney-in-Fact for Marianne M. Parrs December 19, 2002

Date

** 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.

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