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INTERNATIONAL PAPER CO /NEW/

Form 4

December 11, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

JOHNSON JAY L

2. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL PAPER CO

/NEW/[IP]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

X_ Director 10% Owner Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Officer (give title below)

(Street)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20007

4508 HOBAN ROAD, N.W.

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

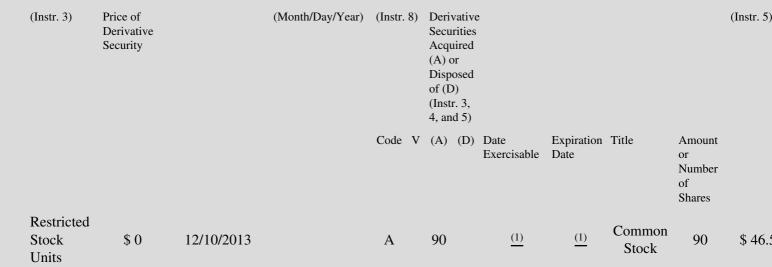
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Derivati Conversion TransactionNumber or Exercise (Month/Day/Year) (Instr. 3 and 4) Security Code Security any of

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JOHNSON JAY L

4508 HOBAN ROAD, N.W. X

WASHINGTON, DC 20007

Signatures

/s/ Alan R. Haguewood, Attorney-in-Fact for Mr. Johnson

Date

12/11/2013

**Signature of Reporting Person

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).

The units reported were awarded to the reporting person for service as a director for the 2013-2014 performance year. Restricted stock units (units) held in the Restricted Stock and Deferred Compensation Plan for Non-Employee Directors represent one share of

International Paper Common Stock. The units are settled in cash on January 1 following the year in which the reporting person terminates service as a director.

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.

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