## OBRIEN GEORGE A

Form 4/A

December 19, 2002

	UNITED STATI	ES SECUR	ITIES A	ND EXCH	ANGE	CON	MISS	OI	N				
_			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 n 17(a) of the Pu	n 16(a) of the blic Utility l	N BENEFIC e Securities Exch Holding Compan nent Company Ac	ange Act o	of 1934	1,	IP				5	
(Print or Type Responses)													
	ddress of Reporting Pers	Issuer Name and Ticker or Trading Symbol     International Paper Company: IP							6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
O'Brien	George	A.							o Directo x Officer		% Owner	nalaw)	
(Last)	(First) al Paper Company, 1201	(Middle)	3. I.R.S. Identification  Number of Reporting  Person, if an entity  (Voluntary)  4. Statement for  Month/Day/Year  12/10/02					(give title below)					
Avenue Savannah	(Street)	31415				Ori			Da <b>y(C'heak</b> ) A x Form fi	l or Joint/Group Fi pplicable Line) iled by One Repor iled by More than	ting Person	ng Person	
(City)	(State)	(Zip)		Table I No	n-Derivat	ive Se	curities A	cqu	ired, Dispos	ed of, or Beneficia	ally Owned		
1. Title of Secur (Instr. 3)	ity		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.	8) V		(A)	d of (D) and 5)	Securities Beneficially Owned Following Reported Transaction(s)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)	
Common Stock										(Instr. 3 and 4) 33,348	D D		
Common Stock										197(1)(2)(3)	I	By SSP	

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

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

## Edgar Filing: OBRIEN GEORGE A - Form 4/A

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.

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## FORM 4 (continued)

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

	Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deri-	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/	4. Trans action Code (Instr	1	5. Number Deald dissercisable ative Secundities piration Acquire Deale or Disposed (Mix(Di)/Day/Year) (Instr. 3, 4 and 5)		ation	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Deriv- ative Securities Bene-	10. Owner- ship Form of Deriv- ative	
		vative Security	Year)	Day/ Year)	Code	V	(A) (D) E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securitie Direct (D) or Indirect (I) (Instr. 4)	
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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. The information in this report is based on a plan statement dated as of September 30, 2002.

/s/ John E. Walendzik	December 19, 2002				
** Signature of Reporting Person	Date				
By: John E. Walendzik,					
Attorney-in-Fact for					
George A. O'Brien					

\*\* 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.

Page 2