# Edgar Filing: INTERNATIONAL PAPER CO /NEW/ - Form 5

## INTERNATIONAL PAPER CO /NEW/

Form 5

January 28, 2003

FORM 5	UNITED STATE		OMB APPROVAL							
o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). o Form 3 Holdings Reported o Form 4 Transactions Reported	ANNUAL STATEM Filed pur Section	OMB N Expires: Estimate	OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response1.0							
(Print or Type Responses)			L							
1. Name and Ad	dress of Reporting Person*			me and Ticker or onal Paper Compa	applicable)	teporting Person(s) to Issuer able)  o 10% Owner				
	Robert (First)  Il Paper Company	J. (Middle)		of Reporting an entity	o Othe	er (specify be	elow)			
400 Atlantic Str	(Street)					pplicable Line) led by One Reporti	ole Line) One Reporting Person			
Stamford (City)	CT (State)	06921 (Zip)	Tal	ole I Non-Deriv	ative Secur		led by More than (  Disposed of, or B			
1. Title of Securi (Instr. 3)	ty		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	1	s Acquired (A) sed of (D) 4 and 5)		6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							10,800	D		

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

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.

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

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#### FORM 5 (continued)

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

1. Title of Derivative Security (Instr. 3)	sion or action Exec Exercise Date Date Price of (Month/ any		Execution Date, if	a <b>ative</b> S C <b>'odq</b> ui ( <b>Distp</b> o	Secu red 8¢d	ODDaine Exercisable uritians Expiration (A)Onte of (IM)onth/Day/Year) and 5		7. Title and Amount of Underlying Securitie (Instr. 3 and 4)			9. Number of Derivative Securities Bene-	10. Owner- ship of Deriva- tive Security:
	vative Security	vative Year)	Day/ Year)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		ficially Owned at End of Year (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)
Common Stock Units		1/1/02		300				Common Stock Units (CSU)	300			
Common Stock Units		1/8/02		109(1)				CSU	109(1)	\$41.32		
Common Stock Units		2/12/02		207(1)				CSU	207(1)	\$43.47		
Common Stock Units		3/12/02		202(1)				CSU	202(1)	\$44.63		
Common Stock Units		4/9/02		220(1)				CSU	220(1)	\$40.89		
Common Stock Units		5/7/02		3,400				CSU	3,400			
Common Stock Units		6/11/02		115(1)				CSU	115(1)	\$43.33	20,123(1)(3)	I

Explanation of Responses:

- 1. Share amounts are rounded.
- 2. Securities reported relate to securities obtained and owned in connection with the Deferred Compensation Plan for Non-Employee Directors.
- 3. Includes 655 units acquired through the Dividend Reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.

/s/ John E. Walendzik	January 28, 2003				
** Signature of Reporting Person	Date				
By: John E. Walendzik,					
Attorney-in-Fact for					
Robert J. Eaton					

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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