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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 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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Number of Derivative Securities		6. Date-Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
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.