

INTERNATIONAL PAPER CO /NEW/

Form 5

January 28, 2003

FORM 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB APPROVAL OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response.....1.0		
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 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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							
(Print or Type Responses)								
1. Name and Address of Reporting Person* Henderson James A. (Last) (First) (Middle) c/o International Paper Company 400 Atlantic Street (Street) Stamford CT 06921 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol International Paper Company: IP		3. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☐ Officer ☐ Other (specify below) (give title below)			
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year 12/2002		5. If Amendment, Indicate Original (Month/Year)			
6. If Amendment, Indicate Original (Month/Year)			7. If Amendment, Indicate Original (Month/Year)		8. If Amendment, Indicate Original (Month/Year)			
Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
Common Stock			12/2002		12/2002		8,925	
Common Stock			12/2002		12/2002		8,925	
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Common Stock			12/2002		12/2002			

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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 Acquired or Disposed of (Instr. 3, 4 and 5)				6. Date Exercisable or Expiration Date (Month/Day/Year)		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)	11.
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Common Stock Units		1/1/02		300				Common Stock Units (CSU)	300			4,744(1)(3)	I	

Explanation of Responses:

- Share amounts are rounded.
- Securities reported relate to securities obtained and owned in connection with the Deferred Compensation Plan for Non-Employee Directors.
- Includes 119 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
James A. Henderson

** 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.