## OBRIEN GEORGE A

Form 4

April 23, 2003

4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP								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	17(a) of the Pul	on 16(a) of the Securities Exchange Act of 1934, ublic Utility Holding Company Act of 1935 or of the Investment Company Act of 1940							OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5				
(Print or Type Responses)  1. Name and A	address of Reporting Pers	on*	2. Issuer Na	me and Ticker or	Trading S	Symbo	<u> </u>		6. Relations	hip of Reporting Po	erson(s) to Is	suer		
O'Brien	George	А.		onal Paper Compa		- ,				l applicable) or o 109	% Owner er (specify b			
(Last) (First) (Middle)  c/o International Paper Company 1201 Lathrop Avenue			3. I.R.S. Identification 4. Statement for Number of Reporting Person, if an entity (Voluntary) 4/08/03						(give title below)  Senior Vice President					
Savannah	(Street)	31415							Da <b>y(Cheak</b> ) A x Form f	l or Joint/Group Fi pplicable Line) iled by One Report iled by More than	ting Person	ng Person		
(City)	(State)	(Zip)		Table I Noi	n-Derivat	ive Se	curities A	cqui	ired, Dispos	ed of, or Beneficia	ally Owned			
1. Title of Secu (Instr. 3)	rity		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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)		
										(Ilisti: 3 aliu 4)	(Instr. 4)			

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).

## Edgar Filing: OBRIEN GEORGE A - Form 4

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or action Exercise Date Price of (Month/Deri-Day/	3A. Deemed Execution Date, if any (Month/			ative Secu Acquired		uritiand Expiration (ADate of (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Bene-	10. Own ship Forn Deri ative	
	vative Security	Year)	Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Secu Dire (D) ( Indir (I) (Inst
Employee Stock Option (right to buy)	\$34.96	4/8/03		A		20,000		4/8/05	4/8/13	Common Stock	20,000		20,000	Г
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Explanation of Responses:

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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.

/s/ Rebecca Bouldien	April 23, 2003				
** Signature of Reporting Person	Date				
By: Rebecca Bouldien,					
Attorney-in-Fact for					
George A. O'Brien					

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

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).