DILLON JOHN T

Form 4

December 17, 2002

December 1	7, 2002													
FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								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).	Filed pu Section	rsuant to Section n 17(a) of the Pul	n 16(a) of the Securities Exchange Act of 1934, blic Utility Holding Company Act of 1935 or f the Investment Company Act of 1940						Expires Estimat	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response				
(Print or Type Responses) 1. Name and Ac	ldress of Reporting Pers	son*	2. Issuer Na	ame and Ticker or	Trading S	Symbo	ol .			hip of Reporting P	erson(s) to Is	ssuer		
Dillon	John	T.	International Paper Company: IP						(Check all applicable) x Director o 10% Owner x Officer o Other (specify below)					
(Last)	(First) al Paper Company, 400		Number of Reporting Person, if an entity				tement fo onth/Day/		(give title below) Chairman and Chief Executive Officer					
Stamford	(Street)	06921							Da y(Cheak) A x Form f	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	Acqui	ired, Dispos	ed of, or Beneficia	ally Owned			
1. Title of Secur (Instr. 3)	у		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.	8) V	or Dis	posed 3, 4 :	osed of (D) 4 and 5) 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)		
					<u> </u>]							

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.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: DILLON JOHN T - Form 4

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 Exercise Price of Deri-	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/	4. Transaction Code (Instr. 8)		ative Se Acquire Dispose		r of Data Exercisable ceurines Expiration cel (D) ata cel (O) ata cel (O(M) nth/Day/Year) 3, 4 and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Bene-	10. Owne ship Form Deriv- 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)	Securi Direct (D) or Indire (I) (Instr.
Common Stock		12/13/02		A		33(1)				Common Stock	33(1)	\$34.23	39,459(1)(2)	I

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.

/s/ John E. Walendzik	December 17, 2002
** Signature of Reporting Person	Date
By: John E. Walendzik,	
Attorney-in-Fact for	
John T. Dillon	

** 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