## PARRS MARIANNE M

Form 4

December 17, 2002

_	UNITED STATE	S SECURI' Was	TIES A shington, l	<b>ND EXCHA</b> 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 pur Section	suant to Section 1 17(a) of the Publ	on 16(a) of the Securities Exchange Act of 1934, tublic 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)	Address of Reporting Perso	on* 2	Issuer Na	me and Ticker or	Trading S	Symbo	.1		6 Relations	hip of Reporting Po	erson(s) to Is	ssuer	
Parrs	Marianne	М.		onal Paper Compa		y mee	•			l applicable) or o 10	% Owner		
(Last)	(First) nal Paper Company, 400 A		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  4. Statement for Month/Day/Yea 12/13/02				(give title below)  Executive Vice President						
	(Street)								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	
Stamford (City)	(State)	(Zip)		Table I Nor	1-Derivat	ive Se	curities A	cqui	red, Dispos	ed of, or Beneficia	ally Owned		
1. Title of Secu (Instr. 3)	urity	2	2. Trans- action Execution Date Date, if ar (Month/ Day/ Day/ Year) Year)		3. Transaction Code (Instr.	or Disposed (Instr. 3, 4				6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficia Owner- ship (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).

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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)

			T					T						
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. Trans- action Code (Instr. 8)		ative Se Acquire Dispose		er of Datti Exercisable couritines Expiration col (Datti col of (Dath) 3, 4 and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Security	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		14(1)				Common Stock	14(1)	\$34.23	5,414(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					
Marianne M. Parrs					

\*\* 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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