DILLON JOHN T Form 4/A December 19, 2002

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Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section	suant to Section 17(a) of the Pul	16(a) of the blic Utility H	N BENEFIC	inge Act o Act of 19	of 1934	1,						
(Print or Type Responses)	ress of Reporting Perso		2 Jacuar Na	me and Ticker or	Trading	Tumbo	1		6 Palations	hip of Reporting Po	rean(a) to Ia	1010*	
1. Name and Add	less of Reporting Pers	. 110		onal Paper Compa		Symbo	01			ll applicable)	% Owner	Suci	
Dillon (Last)	John (First) Paper Company, 400 A		3. I.R.S. Ide Number o Person, it (Volunta	tement for onth/Day/Ye '10/02	ar	x Officer o Other (specify below) (give title below) Chairman and Chief Executive Officer							
Stamford	(Street)	06921				Ori			y/ YChe)ck A x Form f	Il or Joint/Group Fi pplicable Line) iled by One Report iled by More than	ing Person	ng Person	
(City)	(State)	(Zip)		Table I No	on-Deriva	tive S	ecurities A	cquir	ed, Dispose	ed of, or Beneficial	lly Owned		
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.)	8) V Amount (A) or		sed of 4 an (A) or	hd 5) Beneficially Owned Following Reported Transaction(s)		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)	
Common Stock			1/1/02		А	v	50,000	(D) A		(Instr. 3 and 4)	(Instr. 4)		
Common Stock			2/28/02		F	v	11,190(1)	D	\$40.35				
Common Stock			4/15/02		G	V	537	D		332,801(1)	D		
Common Stock							1			24,704(1)(2)(3)	Ι	By SSP	
Common Stock										1	Ι	By Spous	
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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 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)	sion or Exercise Price of Deri-	3. Trans- action Date (Month/ Day/ Year)	Execution Date, if			ative Secu Acquired (of (DMonth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		9. Number of Deriv- ative Securities Bene-	10. Ow shij For Dei ativ
				Code	v		(D)	Date	Expiration Date	Title	Amount or Number of Shares	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Sec Dir (D) Ind (I) (Ins
Stock Option (right to buy)	\$41.40	4/9/02		А	V	125,000		4/9/04	4/9/12	Common Stock	125,000	125,000	

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.
- 3. Between January 1, 2002 and September 30, 2002, the reporting person acquired 608 shares of International Paper common stock under the SSP. The information in this report is based on a plan statement dated as of September 30, 2002.

/s/ John E. Walendzik

** Signature of Reporting Person

By: John E. Walendzik, Attorney-in-Fact for John T. Dillon December 19, 2002

Date

 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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