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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		6. Date Exercisable and 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)
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Units		1/1/02		300				Common Stock Units (CSU)	300			
Common Stock Units		1/8/02		109(1)				CSU	109(1)	\$41.32		
Common Stock Units		2/12/02		207(1)				CSU	207(1)	\$43.47		
Common Stock Units		3/12/02		202(1)				CSU	202(1)	\$44.63		
Common Stock Units		4/9/02		220(1)				CSU	220(1)	\$40.89		
Common Stock Units		5/7/02		3,400				CSU	3,400			
Common Stock Units		6/11/02		115(1)				CSU	115(1)	\$43.33	20,123(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 655 units acquired through the Dividend Reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.

/s/ John E. Walenzik

January 28, 2003

\*\* Signature of Reporting Person

Date

By: John E. Walenzik,  
Attorney-in-Fact for  
Robert J. Eaton\*\* 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.