

WURTZ GEORGE W
Form 4
December 29, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WURTZ GEORGE W

(Last) (First) (Middle)
133 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GEORGIA PACIFIC CORP [GP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP - Pulp and Paper

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
EMPLOYEE STOCK OPTION (right to buy GP) 2001 LTIP	\$ 29.47	12/23/2005	D	25,450	(1)	01/28/2011	Georgia Commo	
EMPLOYEE STOCK OPTION (right to buy) - 2002 LTIP	\$ 24.44	12/23/2005	D	29,650	(2)	01/30/2012	Georgia Commo	
FORT JAMES CORPORATION 1996 STOCK INCENTIVE PLAN	\$ 28.06	12/23/2005	D	15,062	(3)	01/06/2009	Georgia Commo	
STOCK APPRECIATION RIGHT (for cash) - 2003	\$ 15.22	12/23/2005	D	89,400	(4)	01/30/2013	Georgia Commo	
STOCK APPRECIATION RIGHT (for stock) - 2004	\$ 28.1	12/23/2005	D	44,800	(5)	01/31/2014	Georgia Commo	
STOCK APPRECIATION RIGHT (for stock) - 2005	\$ 33.55	12/23/2005	D	33,820	02/02/2006(6)	02/01/2015	Georgia Commo	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WURTZ GEORGE W 133 PEACHTREE STREET, N.E. ATLANTA, GA 30303			EVP - Pulp and Paper	

Signatures

By: Keith L. Belknap, Attorney-in-Fact For: GEORGE W. WURTZ
12/28/2005

**Signature of Reporting Person

Date

Explanation of Responses:

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

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

(1) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 29, 2002, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in that certain merger agreement, dated as of November 13, 2005, between Koch Industries, Inc., Koch Forest Products, Inc. and Georgia-Pacific Corporation (the "Merger Agreement").

(2) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 31, 2003, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(3) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2008. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation. This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(4) This Stock Appreciation Right (SAR) for cash was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the SAR and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(5) This Stock Appreciation Right (SAR) for stock was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the SAR and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(6) This Stock Appreciation Right (SAR) for stock was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the SAR and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

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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