FARACI JOHN V

Form 4

December 17, 2002

4		ND EXCHANGE COMMISSION D.C. 20549 N BENEFICIAL OWNERSHIP				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).	Section	17(a) of the Pub	on 16(a) of the Securities Exchange Act of 1934, ublic Utility Holding Company Act of 1935 or of the Investment Company Act of 1940							lumber: : Janu ed average burde er response		5
(Print or Type Responses)	Address of Reporting Perso	nn*	2 Januar Na	ıme and Ticker or	Trading	Symbo	N 1		6 Palations	hip of Reporting Pe	argan(s) to Ig	seuoe.
Faraci	John	V.		onal Paper Compa		Symbo)1			l applicable) or o 10	% Owner	
(Last)	(Last) (First) (Middle) c/o International Paper Company, 400 Atlantic Street			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for Month/Day/Year 12/13/02			(give title below) Executive Vice President					
Stamford	(Street)	06921							Da y(Cheak) A x Form f	l or Joint/Group Fi pplicable Line) iled by One Report iled by More than	ting Person	ng Person
(City)	(State)	(Zip)		Table I Noi	n-Derivat	ive Se	curities A	cqui	ired, Dispos	ed of, or Beneficia	ally Owned	
1. Title of Security (Instr. 3)			2. Trans- action Date Execution Date, if any (Month/ Day/ Day/ Year) Year)		3. Transaction Code (Instr.)	V Amount or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)
								(D)		(Instr. 3 and 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.

^{*} 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)

1. Title of Derivative Security (Instr. 3)	sion or action Exercise Date	action Date (Month/	3A. Deemed Execution Date, if any (Month/			ative Se Acquire Dispose		r of Data Exercisable curatines Expiration cd (Data cd of(Dath) d of(Dath) 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. ficially 5) Owner Follow Report Transaction(ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securi Direct (D) or Indire (I) (Instr.
Common Stock		12/13/02		A		15(1)				Common Stock	15(1)	\$34.23	3,727(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 V. Faraci						

** 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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