

GEORGIA PACIFIC CORP
Form 4
November 15, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PAUL RONALD L

(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)
11/11/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP - Wood Products

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Georgia-Pacific Common Stock	11/11/2004		M	A	57,400	\$ 29.47	67,228 D
Georgia-Pacific Common Stock	11/11/2004		S	D	57,400	\$ 35.88	9,828 D
Georgia-Pacific Common Stock	11/11/2004		M	A	52,360	\$ 24.44	62,188 D
Georgia-Pacific Common Stock	11/11/2004		S	D	52,360	\$ 35.858	9,828 D
Georgia-Pacific Common Stock	11/11/2004		M	A	35,581	\$ 15.22	45,409 D

Edgar Filing: GEORGIA PACIFIC CORP - Form 4

Georgia-Pacific Common Stock 11/11/2004 D 35,581 D \$ 35.715 9,828 D

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

Persons who 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.

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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (right to buy GP)	\$ 29.47	11/11/2004		M	57,400	<u>(1)</u> 01/28/2011	Georgia-Pacific Common Stock	
EMPLOYEE STOCK OPTION (right to buy) - 2002	\$ 24.44	11/11/2004		M	52,360	<u>(2)</u> 01/30/2012	Georgia-Pacific Common Stock	
STOCK APPRECIATION RIGHT (for cash) - 2003	\$ 15.22	11/11/2004		M	35,581	01/31/2004 01/30/2013	Georgia-Pacific Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAUL RONALD L 133 PEACHTREE STREET, N.E. ATLANTA, GA 30303			EVP - Wood Products	

Signatures

/s/ RONALD L. PAUL 11/15/2004
Date

Signature of
Reporting Person

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).

Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long-Term Incentive Plan, granted options vest in three
(1) annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.

Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long-Term Incentive Plan, granted options vest in three
(2) annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.