

MCCLELLAND CRAIG W
 Form 5/A
 January 29, 2003

| | | |
|--|--|---|
| FORM 5 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB APPROVAL |
| <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 | OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response.....1.0 |
| <input type="checkbox"/> Form 3 Holdings Reported | | |
| <input type="checkbox"/> Form 4 Transactions Reported | | |
| (Print or Type Responses) | | |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* McClelland W. Craig (Last) (First) (Middle) c/o International Paper Company 400 Atlantic Street (Street) Stamford CT 06921 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol International Paper Company: IP | 3. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) 4. Statement for Month/Year 12/2002 5. If Amendment or Joint/Group Reporting Original (Month/Year) Applicable Line 1/28/03 <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | (Instr. 3) | (Instr. 4) | | | |
| Common Stock | | | | | 24,664(1)(2)(3) | D | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

Edgar Filing: MCCLELLAND CRAIG W - Form 5/A

| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

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. Transaction (Instr. 3, 4 and 5) | | 5. Date Exercisable or 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) | 11. Nature of Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|------------------------------------|-----|---|-----------------|---|----------------------------|--|---|---|---|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

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 117 units acquired through the Dividend Reinvestment feature of the Deferred Compensation Plan for Non-Employee Directors.

/s/ John E. Walendzik

January 29, 2003

** Signature of Reporting Person

Date

By: John E. Walendzik,
Attorney-in-Fact for
W. Craig McClelland

** 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.

Power Of Attorney

KNOW ALL MEN BY THESE PRESENTS, that I, W. CRAIG MCCLELLAND, a director of International Paper Company ("International Paper"), have made, constituted and appointed, and by these presents do make, constitute and appoint, each of the persons, or any of them, named by International Paper as SEC Coordinating Officer and Assistant SEC Coordinating Officer, as such persons are designated and certified by the Secretary or Assistant Secretary of International Paper as such and copy of whose signatures is included in said certification, as my true and lawful attorney for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting, or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, giving and granting unto said attorney, the full power and authority to do and perform each and every act and thing whatsoever requisite and appropriate in connection with the power of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of October, 2002.

/s/ W. Craig McClelland

W. Craig McClelland

ACKNOWLEDGEMENT

STATE OF)
CONNECTICUT)
) **ss:**
COUNTY OF)
FAIRFIELD)

On this 8th day of October, 2002, before me personally came W. Craig McClelland, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same.

/s/ Carol M. Samalin

Notary Public

**INTERNATIONAL PAPER COMPANY
SECRETARY'S CERTIFICATE**

I, Barbara L. Smithers, duly elected Corporate Secretary of International Paper Company, a New York corporation, do hereby certify that the following persons have been designated by me as SEC Coordinating Officer and Assistant Coordinating Officers to act as true and lawful attorneys for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended:

SEC Coordinating Officer:

John Walenzik /s/ John Walenzik

Assistant SEC Coordinating Officers:

Rebecca Bouldien /s/ Rebecca Bouldien

Carol M. Samalin /s/ Carol M. Samalin

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 9th day of October, 2002.

/s/ Barbara L. Smithers

Barbara L. Smithers
Vice President and Corporate Secretary