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- Item 1. CHANGES IN CONTROL OF REGISTRANT.  
N/A
- Item 2. ACQUISITION OR DISPOSITION OF ASSETS.  
N/A
- Item 3. BANKRUPTCY OR RECEIVERSHIP.  
N/A
- Item 4. CHANGES IN REGISTRANT'S DIRECTORS.  
N/A
- Item 5. OTHER EVENTS.  
William B. Lytton, Senior Vice President and General Counsel of the Company, today announced his resignation effective September 29, 2002, to accept the position of Executive Vice President and General Counsel of Tyco International Ltd.  
Mr. Lytton's replacement has not been named.
- Item 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS.  
N/A
- Item 7. FINANCIAL STATEMENTS AND EXHIBITS  
N/A
- Item 8. CHANGE IN FISCAL YEAR.  
N/A
- Item 9. REGULATION FD DISCLOSURE.  
N/A

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL PAPER COMPANY

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(Registrant)

Dated: September 12, 2002  
Stamford, Connecticut

By /s/ Carol M. Samalin  
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Carol M. Samalin  
Assistant Secretary