### Edgar Filing: INTERNATIONAL PAPER CO /NEW/ - Form 4

#### INTERNATIONAL PAPER CO /NEW/

Form 4

January 10, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**GRILLET ROBERT** 

INTERNATIONAL PAPER CO

Symbol

/NEW/[IP]

(Last) (First)

(Middle)

C/O INTERNATIONAL PAPER, 6400 POPLAR AVENUE

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

01/08/2007

MEMPHIS, TN 38197

(City)

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

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Following Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X\_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if TransactionNumber Conversion

5.

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Price o Underlying Securities Derivativ

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP - Finance and Controller

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Units	<u>(3)</u>	01/08/2007		A	19 (1)		<u>(4)</u>	<u>(4)</u>	Common Stock	19 <u>(1)</u>	\$ 33.46

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps								
	Director	10% Owner	Officer	Other					
RILLET ROBERT									

GRILLET ROBERT C/O INTERNATIONAL PAPER 6400 POPLAR AVENUE MEMPHIS, TN 38197

VP - Finance and Controller

## **Signatures**

Beth Murphree, Attorney-in-Fact for Robert Grillet

01/10/2007

Deletionships

\*\*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) Share numbers are rounded.
- The International Paper Company Deferred Compensation Savings Plan (DCSP) is an unfunded deferred compensation plan. Deferrals are placed into various fund equivalents offered by the DCSP, including investments in common stock equivalents of International Paper
- (2) are placed into various fund equivalents offered by the DCSP, including investments in common stock equivalents of International Paper (units).
- (3) The units are converted to cash based on the stock price of International Paper's common stock at the time of conversion.
- (4) Distributions from the DCSP are made when a participant retires, terminates employment, becomes permanently disabled or dies. All distributions are paid in cash.

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.

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