

GEORGIA PACIFIC CORP
 Form 4
 April 03, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

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
 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).

(Print or Type Responses)

| | | | | | | | | | |
|--|--------------------------------|----------|--|------------------------------------|---|---|--------|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| Williams, James B. | | | GEORGIA-PACIFIC CORPORATION (GP) | | | <input checked="" type="checkbox"/> Director or Owner <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify title below) | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| SunTrust Banks, Inc. | 25 Park Place, N.E., Suite 251 | | | 4/01/2003 | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | Form filed by One Reporting Person | | Form filed by More than One Reporting Person | | | |
| Mail Code #645 Atlanta, Georgia 30303 | | | | | | | | | |
| (City) | (State) | (Zip) | Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date | 2A. Deemed Execution Date, if any | 3. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Ownership Securities Beneficially Owned or Reported | 7. Nature of Indirect Beneficial Ownership |
| | | | (Month/ | (Month/ | Code | Amount | (A) or | Price | Followed |

Edgar Filing: GEORGIA PACIFIC CORP - Form 4

| | Day/ Year) | Day/ Year) | (D) | Transaction(s) (Instr. 4) (Instr. 3 and 4) | (Instr. 4) |
|------------------------------|---------------|---------------|------------|--|------------|
| Georgia-Pacific Common Stock | | | 34,971.000 | D | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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).

Page 1 of 3 pages

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.

(Over)
SEC
1474
(9-02)

| 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) | 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 Amount of Underlying Securities (Instr. 3 and 4) | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN | \$15.220 | | | | | | | 01/31/04 (I) | 01/31/13 | Georgia-Pacific Common Stock | 8,200.000 |

Edgar Filing: GEORGIA PACIFIC CORP - Form 4

| | | | | | | | | | | |
|---|----------|----------|--|---|---------|--|-----|----------|---------------------------------|----------|
| GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN | \$24.800 | | | | | | (2) | 02/01/12 | Georgia-Pacific Common Stock | 4,000.00 |
| Phantom Stock Units - GP | 1 for 1 | 04/01/03 | | A | 803.025 | | (3) | (3) | Georgia-Pacific Common Stock | 803.025 |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

See continuation page(s) for footnotes

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Joanna B. Apolinsky

**Signature of Reporting Person

By: Joanna B. Apolinsky
as Attorney-in-Fact

For: James B. Williams

April 2, 2003

Date

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.

Page 2 of 3 pages

Page 2
SEC 1474
(9-02)

James B. Williams
SunTrust Banks Inc.
25 Park Place, N.E., Suite 251
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
April 1, 2003

Page 3 of 3 pages

- (1) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning January 31, 2004, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 31, 2013.

- (2) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning February 1, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to February 1, 2012.

- (3) The phantom stock units were acquired under the Georgia-Pacific Corporation Directors Deferred Compensation Plan, and will be settled in cash upon the reporting person's retirement. Payments will be made on a date or dates certain, based on the reporting person's irrevocable election to receive either a single cash payment or a specified number of annual installments.

- (4) Includes 234,244 phantom stock units acquired pursuant to a dividend reinvestment feature of the Georgia-Pacific Corporation Directors Deferred Compensation Plan.