SCHWEITZER MAUDUIT INTERNATIONAL INC
Form 4
January 03, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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www.section16.net

1. Name and Address of Reporting Person* **Herbst, Otto R.**	2. Issuer Name **and** Ticker or Trading Symbol **Schweitzer-Mauduit International, Inc. ("SWM")**	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director _ 10% Owner **X** Officer (give title below) _ Other (specify below) **President - Brazilian Operations**
(Last) (First) (Middle) **c/o Schweitzer-Mauduit International, Inc. 100 North Point Center East, Suite 600**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **1/2/03**	(see above)
(Street) **Alpharetta**, GA 30022	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) **X** Form filed by One Reporting Person _ Form filed by More than One Reporting Person

| (City) (State) (Zip) | | 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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).

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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)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

					Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			or Indirect (I) (Instr. 4)	
					(Instr. 3, 4 & 5)											
Employee stock option (right to buy)	24.525	1/2/03			A		3,750		1/2/04[(1)]	1/1/13	Common stock	3,750		3,750	D	

Explanation of Responses:

[(1)] Grant to reporting person of option to buy 3,750 shares of SWM common stock pursuant to SWM's Equity Participation Plan ("EPP"). The shares may be purchased in increments up to 30%, 30% or 40% on or after Janaury 2, 2004, 2005 and 2006, respectively.

By: /s/ **Honor Winks**   **1/3/03**
    as Attorney-in-fact for Otto Herbst   Date
**Signature of Reporting Person

**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.

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POWER OF ATTORNEY

The undersigned does hereby make, constitute and appoint John W. Rumley, Jr.and Honor Winks

as the undersigned's true and lawful agents and attorneys-in-fact (each hereinafter referred

to as an "Attorney") to act either together or alone in the name and on behalf of the undersigned

for and with respect to the matters hereinafter described.

Each Attorney shall have the power and authority to prepare, execute and deliver

Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5

(or such other forms as may be designated from time to time by the Securities and

Exchange Commission (the "Commission") for such purpose) or any amendments thereto

required to be filed with the Commission under the Securities Exchange Act of 1934 on

behalf of the undersigned as a result of the undersigned's transactions in, or

changes in beneficial ownership of equity securities (including derivative securities)

 of Schweitzer-Mauduit International, Inc.

Each Attorney is hereby authorized to execute and deliver all documents, acknowledgements,

consents and other agreements and to take such further action as may be necessary or convenient

in order to more effectively carry out the intent and purposes of the foregoing.

The Power of Attorney conferred hereby is not delegable by any Attorney. Each Attorney shall

serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

The undersigned hereby ratifies, confirms and adopts as the undersigned's own act and deed all

action lawfully taken by the Attorneys, or any of them, pursuant to the power and authority herei

granted.

Unless sooner revoked by the undersigned, the Power of Attorney shall be governed by the laws of

State of Georgia, and the power and authority granted herein shall terminate on December 31, 2004

IN WITNESS WHEREOF, the undersigned has set his or hand this 14th day of August, 2002

Signature: /s/

Print Name: Otto R. Herbst