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INTERNATIONAL PAPER CO /NEW/
Form S-8
April 08, 2002

As filed with the Securities and Exchange Commission on April 8, 2002
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

INTERNATIONAL PAPER COMPANY
(Exact Name of Registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

13-0872805
(I.R.S. Employer
Identification No.)

400 Atlantic Street
Stamford, Connecticut 06921
(Address including zip code of Principal Executive Offices)

INTERNATIONAL PAPER COMPANY
LONG-TERM INCENTIVE COMPENSATION PLAN
(previously filed as "International Paper Company Stock Option Plan")
(Full title of the plan)

Barbara L. Smithers, Esq.
Vice President and Secretary
International Paper Company
400 Atlantic Street
Stamford, Connecticut 06921
(203) 541-8000

(Name, address and telephone number, including area code, of agent for service)

Copy to:
Beverly F. Chase
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
212-450-4000

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price(2)
Common Stock, par value \$1.00 per share	20,000,000	\$41.32	\$826,400,000.00

- (1) Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the "1933 Act"), solely for the purpose of computing the registration fee, based on the average of the high and low prices of the securities being registered hereby on the New York Stock Exchange on April 4, 2002.

EXPLANATORY NOTE

Registration Statements were filed on July 27, 1995 (Registration No. 033-61335) and on August 12, 1999 (Registration No. 333-85051) (collectively, the "Prior Registration Statements") to register under the 1933 Act, among other things, 5,000,000 shares of International Paper Company common stock, par value \$1.00 per share (the "Common Stock") and 3,000,000 shares of Common Stock, respectively, issuable under the International Paper Company Long-Term Incentive Compensation Plan (previously filed as "International Paper Company Stock Option Plan") (the "Plan"). This Registration Statement on Form S-8 (the "Registration Statement") has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the 1933 Act of an additional 20,000,000 shares of Common Stock issuable upon stock options granted, or to be granted, under the Plan at any time or from time to time.

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INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Pursuant to General Instruction E to Form S-8, the International Paper Company (the "Company") hereby incorporates by reference the contents of the Prior Registration Statements.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL

Certain legal matters with respect to the offering of the shares of Common Stock registered hereby have been passed upon by Barbara L. Smithers, Esq., Vice President and Secretary of the Company. Ms. Smithers owns Company Common Stock and holds employee stock options to purchase Company Common Stock.

ITEM 8. EXHIBITS.

Exhibit Number -----	Description -----
5	Opinion of Barbara L. Smithers, Esq.
23.1	Consent of Arthur Andersen LLP, Independent Public Accountants.
23.2	Consent of Barbara L. Smithers, Esq. (included in Exhibit 5).

EXPERTS

The financial statements and schedule included (or incorporated by reference) in this Registration Statement have been audited by Arthur Andersen LLP, Independent Public Accountants, as indicated in their reports with respect thereto, and are included herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said reports.

2

SIGNATURES

Pursuant to the requirements of the 1933 Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 8th day of April, 2002.

INTERNATIONAL PAPER COMPANY

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By: /s/ Barbara L. Smithers

Name: Barbara L. Smithers
Title: Vice President and Secretary

3

Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ John T. Dillon ----- John T. Dillon	Chairman of the Board, Chief Executive Officer and Director	April 8, 2002
/s/ Robert J. Eaton ----- Robert J. Eaton	Director	April 8, 2002
/s/ Samir G. Gibara ----- Samir G. Gibara	Director	April 8, 2002
/s/ James A. Henderson ----- James A. Henderson	Director	April 8, 2002
/s/ John R. Kennedy ----- John R. Kennedy	Director	April 8, 2002
/s/ Robert D. Kennedy ----- Robert D. Kennedy	Director	April 8, 2002
/s/ W. Craig McClelland ----- W. Craig McClelland	Director	April 8, 2002
/s/ Donald F. McHenry ----- Donald F. McHenry	Director	April 8, 2002

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----- Donald F. McHenry		
/s/ Patrick F. Noonan	Director	April 8, 2002
----- Patrick F. Noonan		
/s/ Jane C. Pfeiffer	Director	April 8, 2002
----- Jane C. Pfeiffer		
/s/ Jeremiah J. Sheehan	Director	April 8, 2002
----- Jeremiah J. Sheehan		
/s/ Charles R. Shoemate	Director	April 8, 2002
----- Charles R. Shoemate		
/s/ John V. Faraci	Executive Vice President and Chief Financial Officer	April 8, 2002
----- John V. Faraci		
/s/ Andrew R. Lessin	Vice President--Finance and Chief Accounting Officer	April 8, 2002
----- Andrew R. Lessin		

EXHIBIT INDEX

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