

INTERNATIONAL PAPER CO /NEW/

Form 8-K

December 15, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: December 15, 2005**

**Date of Earliest Event Reported: December 13, 2005**

**INTERNATIONAL PAPER COMPANY**

**(Exact name of registrant as specified in its charter)**

**NEW YORK**  
**(State or other jurisdiction**  
**of incorporation)**

**1-3157**  
**(Commission File Number)**

**13-0872805**  
**(IRS Employer**  
**Identification No.)**

**400 Atlantic Street**

**Stamford, Connecticut 06921**

**(Address and zip code of principal executive offices)**

**(203) 541-8000**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS

On December 15, 2005, Robert M. Amen, President of International Paper Company, has announced his decision to retire from the Company after a brief transition period.

A copy of the Company's press release relating to this announcement is included as Exhibit 99.1 to this report and is incorporated herein by reference.

On December 13, 2005, Mr. Alberto Weisser, who had been elected a director of the Company on June 6, 2005, was appointed as a member of the Audit and Finance Committee and Governance Committee of the Board of Directors.

On December 13, 2005, Mr. William G. Walter, was appointed as Chairman of the Management Development and Compensation Committee and a member of the Executive Committee, effective January 1, 2006, following the retirement of Mr. Charles R. Shoemate on December 31, 2005.

ITEM 9.01. FINANCIAL STATEMENTS, FINANCIAL INFORMATION AND EXHIBITS

(c) *Exhibits*

Exhibit 99.1 Press Release of International Paper Company, dated December 15, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL PAPER COMPANY  
(Registrant)

By: /s/ Andrea L. Dulberg  
Name: Andrea L. Dulberg  
Title: Assistant Secretary

Date: December 15, 2005

EXHIBIT INDEX

Exhibit 99.1: Press Release of International Paper Company, dated December 15, 2005.