EATON ROBERT J

Form 4

January 03, 2003

4		***	ANGES IN BENEFICIAL OWNERSHIP on 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or of the Investment Company Act of 1940						N	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response			
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. See Instruction 1(b).	Section	17(a) of the Pul							Expires Estimat				
(Print or Type Responses) 1. Name and A	Address of Reporting Perso	on*	2. Issuer Na	ıme and Ticker or	Trading S	Symbo)l		6. Relations	hip of Reporting Po	erson(s) to Is	suer	
Eaton (Last)	Robert (First)	J.	Internation 3. I.R.S. Ide	onal Paper Compa	nny: IP	4. Sta	tement fo		(Check al x Directo o Officer	l applicable) or o 10%	Owner over the Owner (specify b		
c/o Internatio	nal Paper Company Street		Number of Person, if (Voluntary	•		Mo 1/1	onth/Day/\day/\day/	Year					
Stamford	(Street)	06921							Da y(Cheak) A x Form f	l or Joint/Group Fi pplicable Line) iled by One Report iled by More than	ting Person	ng Person	
(City)	(State)	(Zip)		Table I Noi	n-Derivat	ive Se	curities A	cqu	ired, Dispos	ed of, or Beneficia	ally Owned		
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/ Day/	3. Transaction Code (Instr.	8) 		poseo 3, 4	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect Beneficia Owner- ship	
			Year)	Year)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stoc	k									10,800	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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)	sion or Exercise Date Date, if Price of Derivative Security Security Security Execution Date, if Date, if Acquired (ADate Disposed of (MD)nth/Day/Year) Code (Instr. 8) Disposed of (MD)nth/Day/Year) (Instr. 3, 4 and 5) Date Expiration Underlying Securitie (Instr. 3 and 4) Underlying Securitie (Instr. 3 and 4) Execution Date, if (Instr. 8) Disposed of (MD)nth/Day/Year) (Instr. 3, 4 and 5) Date Expiration Amount of Amount of Date Expiration (Instr. 3 and 4)	Execution Date, if any	action Code		ative Securitated Expiration Acquired (ADate Disposed of (Month/Day/Year)		ation	Underlying Securities		9. Number of Derivative Securities Bene-	10. Own ship Form Derivative		
		Amount or Number of Shares	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Secu Direc (D) c Indir (I) (Inst									
Common Stock Units		1/1/03		A		300(2)				Common Stock Units	300(2)	20,423(1)(2)	I

Explanation of Responses:

		_		_	_
1	Share	numbers	are	round	ed

 The securities reported relate to securities obtained and owned in connection with the Deferred Compensation Plan for Non-Employee Directors.

/s/ John E. Walendzik	January 3, 2003
** Signature of Reporting Person	Date
By: John E. Walendzik,	
Attorney-in-Fact for	
Robert J. Eaton	

** 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.

Page 2

Power Of Attorney

KNOW ALL MEN BY THESE PRESENTS, that I, ROBERT J. EATON, a director of International Paper Company ("International Paper"), have made, constituted and appointed, and by these presents do make, constitute and appoint, each of the persons, or any of them, named by International Paper as SEC Coordinating Officer and Assistant SEC Coordinating Officer, as such persons are designated and certified by the Secretary or Assistant Secretary of International Paper as such and copy of whose signatures is included in said certification, as my true and lawful attorney for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting, or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, giving and granting unto said attorney, the full power and authority to do and perform each and every act and thing whatsoever requisite and appropriate in connection with the power of attorney.

the Securities Exchange	Act of 1934, as amended, givin	ints or documents described in or relating to the rules promulgated under Section 16 of and granting unto said attorney, the full power and authority to do and perform each atte in connection with the power of attorney.
IN WITNESS V	WHEREOF, I have hereunto se	ny hand this 8th day of October, 2002.
		/s/ Robert J. Eaton
		Robert J. Eaton
		ACKNOWLEDGEMENT
STATE OF CONNECTICUT COUNTY OF FAIRFIELD)) ss:)	
_	per, 2002, before me personally and acknowledged that he exe	me Robert J. Eaton, to me known to be the individual described in and who executed tted the same.
		/s/ Carol M. Samalin
		Notary Public

CAROL M. SAMALIN NOTARY PUBLIC MY COMMISSION EXPIRES JULY 31, 2006

INTERNATIONAL PAPER COMPANY SECRETARY'S CERTIFICATE

I, Barbara L. Smithers, duly elected Corporate Secretary of International Paper Company, a New York corporation, do hereby certify that the following persons have been designated by me as SEC Coordinating Officer and Assistant Coordinating Officers to act as true and lawful attorneys for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended:

SEC Coordinating Officer:		
John Walendzik	/s/ John Walendzik	
Assistant SEC Coordinating	Officers:	
Rebecca Bouldien	/s/ Rebecca Bouldien	
Carol M. Samalin	/s/ Carol M. Samalin	
IN WITNESS WHERE	EOF, I have hereunto set my hand and affixed	ed the corporate seal this 9th day of October, 2002.
		/s/ Barbara L. Smithers
		Barbara L. Smithers Vice President and Corporate Secretary