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INTERNATIONAL PAPER CO /NEW/  
Form 8-K  
December 20, 2004

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 20, 2004

Date of Earliest Event Reported: December 14, 2004

INTERNATIONAL PAPER COMPANY

(Exact name of registrant as specified in its charter)

New York	1-3157	13-0872805
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 14, 2004, International Paper Company (the "Company") entered into a Supplemental Pension Benefit Agreement (the "Pension Agreement") with Christopher P. Liddell, chief financial officer of the Company for a pension benefit supplement to the Company's Qualified Plan and Restoration Plan (collectively referred to as the "Retirement Plans") to recognize Mr. Liddell's seven years of service with Carter Holt Harvey Limited, a 50.4 percent owned subsidiary of the Company.

A copy of the agreement is filed herewith as Exhibit 10.1 and is herein incorporated by reference.

ITEM 5.02 ELECTION OF DIRECTOR

On December 20, 2004, International Paper Company issued a press release relating to the election of William G. Walter on December 14, 2004, as a director of International Paper Company, effective January 1, 2005. The Committee assignment for Mr. Walter has not yet been determined. A copy of the press release is filed herewith as Exhibit 99.1 and is herein incorporated by reference.

Mr. Walter is the chairman, president and chief executive officer of FMC Corporation.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- |               |   |
|---------------|---|
| Exhibit 10.1  | Supplemental Pension Benefit Agreement dated December 14, 2004 between International Paper Company and Christopher P. Liddell |
| Exhibit 99.1: | Press Release of International Paper Company, dated December 20, 2004.  |

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.

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INTERNATIONAL PAPER COMPANY  
(Registrant)

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

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STATEMENT OF DIFFERENCES

The registered trademark symbol shall be expressed as.....'r'