## Edgar Filing: Sutton Mark S - Form 4

Sutton Mark S Form 4	S										
June 22, 2011											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL			
	SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549						OMB Number:	3235-0287 January 31,			
Check this if no long subject to Section 16 Form 4 or Form 5	er <b>STATE</b> 5. Filed p	<ul> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,</li> </ul>									
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Sutton Mark S			2. Issuer Name <b>and</b> Ticker or Trading Symbol INTERNATIONAL PAPER CO /NEW/ [IP]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>06/22/2011</li></ul>					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
MEMPHIS,	TN 38197							Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			))	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	06/22/2011			S <u>(1)</u>	3,350	D	\$ 29	136,502 <u>(2)</u>	D		
Common Stock								61 <u>(2)</u> <u>(3)</u>	Ι	By Ssp	

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

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 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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
FB	Director	10% Owner	Officer	Other				
Sutton Mark S C/O INTERNATIONAL PAPER COMPANY 6400 POPLAR AVENUE MEMPHIS, TN 38197			Senior Vice President					
Signatures								
/s/ Erin E. Raccah, Attorney-in-Fact for Mark S Sutton		06/22/2	011					
**Signature of Reporting Person		Date						

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person commencing May 16, 2011.
- (2) Share numbers are rounded.
- (3) Represents shares of International Paper common stock held through the International Paper Salaried Savings Plan ("SSP"). This information is based on a plan statement as of May 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.