Edgar Filing: INTERNATIONAL PAPER CO /NEW/ - Form 4

INTERNATIONAL PAPER CO /NEW/

Form 4

Stock

Common

November 03, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL		
	OMB Number:	3235-0287						
Check the if no long	gar	Expires:	January 31, 2005					
subject to Section 2 Form 4 o	0 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								
(Print or Type	Responses)							
FARACI JOHN V Symbol Issue				5. Relationship of Issuer	Reporting Person(s) to			
		INTEF /NEW	RNATIONAL PAPER CO [IP]	(Check all applicable)				
			of Earliest Transaction Day/Year)	_X_ Director 10% Owner Superior Other (specify below)				
	RNATIONAL 00 POPLAR AVI	11/01/2 ENUE	2006	· · · · · · · · · · · · · · · · · · ·	rman and CEC)		
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MEMPHIS	, TN 38197			Form filed by M Person	Iore than One R	eporting		
(City)	(State)	(Zip) Tal	ole I - Non-Derivative Securities Acc	quired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/01/2006		F $\frac{3,117}{(1)(3)}$ D $\frac{\$}{33.35}$	741,885 <u>(1)</u>	D			
Common Stock				16,436 (1) (2)	I	By SSP		
Common Stock				87,126	I	By Spouse		

1,325

I

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

By

Daughters

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date	of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships	

X

Director 10% Owner Officer Other

FARACI JOHN V C/O INTERNATIONAL PAPER 6400 POPLAR AVENUE MEMPHIS, TN 38197

Chairman and CEO

Signatures

Beth Murphree, Attorney-in-Fact for John V. Faraci 11/03/2006

**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) Share numbers are rounded.
- (2) 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 September 30, 2006.
- (3) Payment of tax liability on vesting of restricted stock award.

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.

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