

INTERNATIONAL PAPER CO /NEW/  
Form 10-Q/A  
August 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-Q/A**  
**Amendment No. 1**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Quarterly Period Ended June 30, 2009

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-3157

**INTERNATIONAL PAPER COMPANY**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction of incorporation of organization)

**13-0872805**  
(I.R.S. Employer Identification No.)

**6400 Poplar Avenue, Memphis, TN**  
(Address of principal executive offices)

**38197**  
(Zip Code)

Registrant's telephone number, including area code: **(901) 419-7000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (paragraph 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of the registrant's common stock as of August 3, 2009 was 432,759,889.

Explanatory Note

Amendment No. 1 to Form 10-Q for the quarterly period ended June 30, 2009 is filed solely to provide Exhibit 101 in accordance with Rule 405 (a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**ITEM 6. EXHIBITS**

(a) Exhibits

- 3.1 By-Laws, as amended through May 11, 2009. \*
- 4.1 Supplemental Indenture (including the form of Notes), dated as of May 11, 2009, between International Paper Company and The Bank of New York Mellon, as trustee. \*
- 10.1 Omnibus Amendment No. 1 dated June 26, 2009 and comprised of Amendment No. 2 to Second Amended and Restated Credit and Security Agreement, and Amendment No. 1 to Fee Letters. \*
- 10.2 2009 Incentive Compensation Plan. \*
- 10.3 Executive Management Incentive Plan. \*
- 10.4 Restricted Stock and Deferred Compensation Plan for Non-Employee Directors. \*
- 11 Statement of Computation of Per Share Earnings. \*
- 12 Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. \*
- 31.1 Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- 31.2 Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- 32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. \*
- 101.INS XBRL Instance Document. \*\*
- 101.SCH XBRL Taxonomy Extension Schema. \*\*
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase. \*\*
- 101.LAB XBRL Taxonomy Extension Label Linkbase. \*\*
- 101.PRE XBRL Extension Presentation Linkbase. \*\*

\* Previously filed.

\*\* Furnished herewith.

**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 thereunto duly authorized.

**INTERNATIONAL PAPER COMPANY  
(Registrant)**

Date: August 10, 2009

By /s/ TIM S. NICHOLLS  
Tim S. Nicholls  
Senior Vice President and Chief

Financial Officer

Date: August 10, 2009

By /s/ ROBERT J. GRILLET  
Robert J. Grillet  
Vice President Finance and Controller