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INTERNATIONAL PAPER CO /NEW/

Form 8-K

September 12, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

September 12, 2002

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Date of Report (Date of earliest event reported)

INTERNATIONAL PAPER COMPANY  
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(Exact name of Registrant as Specified in Its charter)

NEW YORK  
-----

(State or Other Jurisdiction of Incorporation)

1-3157

13-0872805

-----  
Commission File Number

(IRS Employer Identification No.)

400 Atlantic Street, Stamford, Connecticut

06921

-----  
(Address of Principal Executive Offices)

(Zip Code)

203-541-8000  
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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

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- Item 1. CHANGES IN CONTROL OF REGISTRANT.  
N/A
- Item 2. ACQUISITION OR DISPOSITION OF ASSETS.  
N/A
- Item 3. BANKRUPTCY OR RECEIVERSHIP.  
N/A
- Item 4. CHANGES IN REGISTRANT'S DIRECTORS.  
N/A
- Item 5. OTHER EVENTS.  
William B. Lytton, Senior Vice President and General Counsel of the Company, today announced his resignation effective September 29, 2002, to accept the position of Executive Vice President and General Counsel of Tyco International Ltd.  
Mr. Lytton's replacement has not been named.
- Item 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS.  
N/A
- Item 7. FINANCIAL STATEMENTS AND EXHIBITS  
N/A
- Item 8. CHANGE IN FISCAL YEAR.  
N/A
- Item 9. REGULATION FD DISCLOSURE.  
N/A

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL PAPER COMPANY

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(Registrant)

Dated: September 12, 2002  
Stamford, Connecticut

By /s/ Carol M. Samalin  
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Carol M. Samalin  
Assistant Secretary