

GEORGIA PACIFIC CORP
Form 4
February 04, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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

OMB
APPROVAL
OMB
Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response.....0.5

(Print or Type Responses)

| | | | | | | |
|------------------------------------------|---------|----------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Paul, Ronald L. | | | GEORGIA-PACIFIC CORPORATION (GP) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (specify (give below) title below) Executive Vice President - Wood Products & Distribution | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| 133 Peachtree Street, N.E. | | | | 1/31/03 | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| Atlanta, Georgia 30303 | | | | | | |
| (City) | (State) | (Zip) | Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date | 2A. Deemed Execution Date, if any | 3. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Ownership Beneficially Owned (D) |
| | | | | | | 7. Nature of Indirect Beneficial Ownership |

Edgar Filing: GEORGIA PACIFIC CORP - Form 4

| | (Month/ Day/ Year) | (Month/ Day/ Year) | Code | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 4) (Instr. 3 and 4) | (Instr. 4) |
|------------------------------|--------------------------|--------------------------|------|--------|------------------|------------------|---------------------------------------------------------------------------------|------------|
| Georgia-Pacific Common Stock | | | | | | 9,828.000 (1) | D | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. *
 If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 Page 1 of 3 pages
 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 control number. (Over) 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 3) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|
| | | | | Code | V | | Date Exercisable | Expiration Date | |
| | | | | | | | | | |

Edgar Filing: GEORGIA PACIFIC CORP - Form 4

| | | | | | | | | | | |
|------------------------------------------------------|----------|----------|--|---|-------------|--|--------------|----------|------------------------------|--------|
| EMPLOYEE STOCK OPTION (right to buy GP) -- 1999 LTIP | \$32.170 | | | | | | (2) | 01/27/09 | Georgia-Pacific Common Stock | 52,80 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 2000 LTIP | \$41.590 | | | | | | (3) | 01/20/10 | Georgia-Pacific Common Stock | 42,10 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 2001 LTIP | \$29.470 | | | | | | (4) | 01/28/11 | Georgia-Pacific Common Stock | 57,40 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 2002 LTIP | \$24.440 | | | | | | 01/31/03 (5) | 01/30/12 | Georgia-Pacific Common Stock | 78,15 |
| STOCK APPRECIATION RIGHT - 2003 | \$15.220 | 01/31/03 | | A | 104,650.000 | | 01/31/04 | 01/30/13 | Georgia-Pacific Common Stock | 104,65 |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

See continuation page(s) for footnotes.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

/s/ Ronald L. Paul

**Signature of Reporting Person

RONALD L. PAUL

February 4, 2003

Date

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.

Ronald L. Paul
133 Peachtree Street, NE
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
January 31, 2003

Page 3 of 3 pages

- (1) Includes award of shares pursuant to performance rights granted under the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan.
- (2) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 28, 2000, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 27, 2009.
- (3) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 21, 2001, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 20, 2010.
- (4) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.
- (5) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.