

BOWLES BARBARA L

Form 4

December 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 OF
SECURITIES**

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
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOWLES BARBARA L

(Last) (First) (Middle)

133 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GEORGIA PACIFIC CORP [GP]

3. Date of Earliest Transaction
(Month/Day/Year)

12/23/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Georgia-Pacific Common Stock	12/23/2005		D	V Amount (D) Price 7,030 D \$ 48 (1)	0	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. 8)	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 of Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units	<u>(2)</u>	12/23/2005		D	2,595.904	<u>(3)</u>	<u>(3)</u>	Georgia-Pacific
FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN	\$ 16.02	12/23/2005		D	3,497	<u>(4)</u>	04/14/2010	Georgia-Pacific
FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN	\$ 27.05	12/23/2005		D	3,497	<u>(4)</u>	04/15/2009	Georgia-Pacific
FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN	\$ 36.76	12/23/2005		D	1,399	<u>(4)</u>	04/15/2008	Georgia-Pacific
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN - 2002	\$ 15.22	12/23/2005		D	8,200	<u>(5)</u>	01/31/2013	Georgia-Pacific
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN - 2002	\$ 24.8	12/23/2005		D	4,000	<u>(6)</u>	02/01/2012	Georgia-Pacific
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN - 2004	\$ 28.1	12/23/2005		D	3,407	<u>(7)</u>	02/01/2014	Georgia-Pacific
Phantom Stock Units - GP	<u>(8)</u>	12/23/2005		D	797.576	<u>(9)</u>	<u>(9)</u>	Georgia-Pacific

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BOWLES BARBARA L
 133 PEACHTREE STREET, N.E. X
 ATLANTA, GA 30303

Signatures

By: Keith L. Belknap For: BARBARA L.
 BOWLES

12/28/2005

__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).

Represents restricted stock that vested in connection with that certain merger agreement, dated as of November 13, 2005, between Koch Industries, Inc., Koch Forest Products, Inc. and Georgia-Pacific Corporation (the "Merger Agreement"). Such shares were disposed of for a cash payment of \$48 per share, pursuant to the Merger Agreement.

(2) Each deferred stock unit issued under the Georgia-Pacific Corporation Outside Director Deferred Stock Unit Plan (the "Stock Unit Plan") is equivalent in value as of the date of issuance to one share of Georgia-Pacific Corporation common stock.

The value of each deferred stock unit will track the value of a single share of Georgia-Pacific common stock. The deferred stock units acquired under the Stock Unit Plan is expected to be settled in a lump sum cash payment not later than 30 days following the effective date of the merger.

Under the terms of the amended and restated Fort James Corporation Stock Option Plan for Outside Directors, these options are exercisable on the date of grant. The options were initially granted for shares of Fort James Corporation common stock which were converted to options to purchase a number of shares of Georgia-Pacific Group common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation. This option was canceled pursuant to the Merger Agreement in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(5) This option, under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, which provided for vesting in three annual installments beginning January 31, 2004, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(6) This option, under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, which provided for vesting in three annual installments beginning February 1, 2003, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(7) This option, under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, which provided for vesting in three annual installments beginning February 1, 2005, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of \$48 per share, as set forth in the Merger Agreement.

(8) Under the Georgia-Pacific Corporation Directors Deferred Compensation Plan (the "Plan"), each phantom stock unit is equivalent in value to one share of Georgia-Pacific Corporation common stock.

(9) The phantom stock units acquired under the Plan will be settled in cash. Payments will be made on a date or dates certain, based on the reporting person's irrevocable election to receive either a single cash payment or a specified number of annual installments.

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

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