

FORM
4

Washington, D.C. 20549

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	0
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(Print or Type Responses)

[illegible]

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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.

FORM 4 (continued)

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. 8)		5. Number of Derivative Securities Acquired (Instr. 3, 4 and 5)		6. Date Exercisable or Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form (Direct or Indirect) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock		12/13/02		A		10(1)				Common Stock	10(1)	\$34.23	890(1)(2)	I

Explanation of Responses:

- Share numbers are rounded.
- Investments in the SSP (International Paper Salaried Savings Plan) and DCSP (International Paper Deferred Compensation Savings Plan) are in a unitized fund of shares and cash. The investment in the DCSP operates similar to the SSP company stock fund, and the number of units will vary as the price of the Issuer's common stock varies.

/s/ John E. Walendzik

December 17, 2002

** Signature of Reporting Person

Date

By: John E. Walendzik,
Attorney-in-Fact for
Frederick L. Bleier

** 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.

Power Of Attorney

KNOW ALL MEN BY THESE PRESENTS, that I, FREDERICK L. BLEIER, an officer of International Paper Company ("International Paper"), have made, constituted and appointed, and by these presents do make, constitute and appoint, each of the persons, or any of them, named by International Paper as SEC Coordinating Officer and Assistant SEC Coordinating Officer, as such persons are designated and certified by the Secretary or Assistant Secretary of International Paper as such and copy of whose signatures is included in said certification, as my true and lawful attorney for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting, or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, giving and granting unto said attorney, the full power and authority to do and perform each and every act and thing whatsoever requisite and appropriate in connection with the power of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of October, 2002.

/s/ Frederick L. Bleier

Frederick L. Bleier

ACKNOWLEDGEMENT

STATE OF)
CONNECTICUT)
) **ss:**
COUNTY OF)
FAIRFIELD)

On this 30th day of October, 2002, before me personally came Frederick L. Bleier, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same.

/s/ Carol M. Samalin

Notary Public

**INTERNATIONAL PAPER COMPANY
SECRETARY'S CERTIFICATE**

I, Barbara L. Smithers, duly elected Corporate Secretary of International Paper Company, a New York corporation, do hereby certify that the following persons have been designated by me as SEC Coordinating Officer and Assistant Coordinating Officers to act as true and lawful attorneys for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended:

SEC Coordinating Officer:

John Walendzik /s/ John Walendzik

Assistant SEC Coordinating Officers:

Rebecca Bouldien /s/ Rebecca Bouldien

Carol M. Samalin /s/ Carol M. Samalin

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 9th day of October, 2002.

/s/ Barbara L. Smithers

Barbara L. Smithers
Vice President and Corporate Secretary