

BURANDT MICHAEL C  
 Form 4  
 December 28, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BURANDT MICHAEL C

(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)  
 EVP - N.A. Consumer Products

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Georgia-Pacific Common Stock	12/23/2005		D		\$ 48 <u>(1)</u>	0	D

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

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 (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 and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (right to buy GP) - 1997 SVIP	\$ 26.42	12/23/2005		D	15,600	<u>(2)</u>	02/02/2007	Georgia Commercial
EMPLOYEE STOCK OPTION (right to buy GP) - 1998 LTIP	\$ 28.205	12/23/2005		D	11,880	<u>(3)</u>	01/28/2008	Georgia Commercial
EMPLOYEE STOCK OPTION (right to buy GP) - 1999 LTIP	\$ 32.17	12/23/2005		D	22,000	<u>(4)</u>	01/27/2009	Georgia Commercial
EMPLOYEE STOCK OPTION (right to buy GP) - 2000 LTIP	\$ 41.59	12/23/2005		D	19,300	<u>(5)</u>	01/20/2010	Georgia Commercial
EMPLOYEE STOCK OPTION (right to buy GP) 2001 LTIP	\$ 29.47	12/23/2005		D	32,050	<u>(6)</u>	01/28/2011	Georgia Commercial
EMPLOYEE STOCK OPTION (right to buy) - 2002 LTIP	\$ 24.44	12/23/2005		D	44,200	<u>(7)</u>	01/30/2012	Georgia Commercial
STOCK APPRECIATION RIGHT (for cash) - 2003	\$ 15.22	12/23/2005		D	52,124	<u>(8)</u>	01/30/2013	Georgia Commercial
STOCK APPRECIATION RIGHT (for stock) - 2004	\$ 28.1	12/23/2005		D	67,600	<u>(9)</u>	01/31/2014	Georgia Commercial
STOCK APPRECIATION RIGHT (for stock) - 2005	\$ 33.55	12/23/2005		D	56,360	02/02/2006 <sup>(10)</sup>	02/01/2015	Georgia Commercial



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