PARRS MARIANNE M

Form 4

March 27, 2003

FORM	UNITED STATE	ES SECUR Wa	RITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL				
4	CTATEMENT OF CHANCES IN DENIERICIAL OWNEDSHIP													
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. See Instruction 1(b).	Filed pur Section	rsuant to Section 17(a) of the Pul	on 16(a) of the Securities Exchange Act of 1934, rublic Utility Holding Company Act of 1935 or of the Investment Company Act of 1940						OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5					
(Print or Type Responses)														
1. Name and Ad	ddress of Reporting Perso	on* M.		ume and Ticker or		Symbo	ol				% Owner			
(Last)	(First) nal Paper Company	3. I.R.S. Identification 4. Statement Mumber of Reporting Person, if an entity (Voluntary) 3/25/03			onth/Day/		(give title below)							
400 Atlantic St	(Street)	06921							Da y(Cheak) A x Form f	l or Joint/Group Fi pplicable Line) iled by One Reportiled by More than	ting Person	ng Person		
(City)	(State)	(Zip)		Table I No	n-Derivat	ive Se	curities A	Cqu	ired, Dispos	ed of, or Beneficia	ally Owned			
1. Title of Secur (Instr. 3)	ity		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.			(A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)		

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

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.

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

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			T					T						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deri-	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/	4. Trans- action Code (Instr. 8)		ative Se Acquire Dispose		r of Datri Exercisable curitines Expiration ed (Datr ed o(ND)nth/Day/Year) 3, 4 and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Security	9. Number of Derivative Securities Bene-	10. Owne ship Form Deriv- ative
	vative Security	Year)	Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securi Direct (D) or Indire (I) (Instr.
Common Stock		3/25/03		A		13(1)				Common Stock	13(1)	\$36.49	5,805(1)(2)	I
		<u> </u>												
		<u> </u>												<u> </u>
		<u> </u>												<u> </u>

Explanation of Responses:

1	Share	numbers	are	rounded

2. 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/ Rebecca Bouldien	March 27, 2003				
** Signature of Reporting Person	Date				
By: Rebecca Bouldien,					
Attorney-in-Fact for					
Marianne M. Parrs					

** 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.

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