

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  
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(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> 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. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Ownership Securities Beneficially Owned (D)
						7. Nature of Indirect Beneficial Ownership

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	(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  
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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		(A)	(D)	

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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

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

Georgia-Pacific Corporation  
(GP)  
January 31, 2003

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- (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.