

GIORDANO RICHARD V
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

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APPROVAL
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Giordano, Richard V.			GEORGIA-PACIFIC CORPORATION (GP)			<input checked="" type="checkbox"/> Director or Owner <input type="checkbox"/> Officer (specify title below) <input type="checkbox"/> Other (specify title below)		
(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)		
599 Lexington Avenue Suite 1118					1/31/2003	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)					5. If Amendment, Date of Original (Month/Day/Year)			
New York, NY 10022-6069								
(City) (State) (Zip)			Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/	2A. Deemed Execution Date, if any (Month/	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Price (A) or Price (D)	6. Nature of Indirect Beneficial Ownership

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	Day/ Year)	Day/ Year)		(D)	Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock				17,835.000	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).

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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.

(Over)
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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)									
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 Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN	\$15.220	01/31/03		A		8,200.000		01/31/04 (1)	01/31/13	Georgia-Pacific Common Stock	8,200.0
	\$24.800								02/01/12		4,000.0

GEORGIA-PACIFIC
OUTSIDE
DIRECTORS
STOCK OPTION
PLAN

02/01/03
(2)

Georgia-Pacific
Common Stock

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).

/s/ Joanna B. Apolinsky

**Signature of Reporting
Person

By: Joanna B. Apolinsky
Attorney-in-Fact

For: Richard V. Giordano

February 4, 2003

Date

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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Richard V. Giordano
599 Lexington Avenue
Suite 1118
New York, NY 10022-6069

Georgia-Pacific Corporation
(GP)
January 31, 2003

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- (1) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning January 31, 2004, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 31, 2013.

- (2) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning February 1, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to February 1, 2012.