Ryan Sharon R. Form 3 April 04, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Ryan Sharon R.

(Last)

(First) (Middle)

Statement

(Month/Day/Year)

03/25/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL PAPER CO /NEW/ [IP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O INTERNATIONAL PAPER COMPANY, Â 6400 POPLAR **AVENUE**

(Street)

Director _X__ Officer

10% Owner

Other (give title below) (specify below) Acting GC and Corporate Sec'y

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

MEMPHIS. TNÂ 38197

(City) (State)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock 25,798

(Zip)

D

Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Price of Derivative Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Units	(1)	(1)	Common Stock	7,020 (2)	\$ 30.42	I	By DCSP

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Ryan Sharon R. C/O INTERNATIONAL PAPER COMPANY 6400 POPLAR AVENUE MEMPHIS, TN 38197	Â	Â	Acting GC and Corporate Sec'y	Â		

Deletionship

Signatures

/s/ Erin E. Raccah, attorney-in-fact for Sharon R.

Ryan

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Common stock units (units) held in the non-funded International Paper Company Deferred Compensation Savings Plan (DCSP) represent one share of International Paper common stock. The number of units will vary as the price of the issuer's common stock varies. The units will be settled in cash upon termination of employment. This information is based on the reporting person's balance as of April 3, 2011.
- (2) Share numbers are rounded.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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 number.

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