#### **GORDON ILENE S**

Form 4 October 01, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** Number:

3235-0287 January 31,

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GORDON ILENE S** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTERNATIONAL PAPER CO

/NEW/[IP]

(Check all applicable)

10/01/2012

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director Officer (give title

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MEMPHIS, TN 38197

(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 (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Transaction(s)

Beneficial Ownership (Instr. 4)

(A)

(Instr. 3 and 4) Code V Amount Price (D)

Common Stock

10/01/2012

4,503 Α (1)(2)

\$0 4,503 D

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

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SEC 1474 (9-02)

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

### Edgar Filing: GORDON ILENE S - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. :	3 and 4)		Owne
	Security										Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date			or		
						Exercisable		Title Number of			
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GORDON ILENE S
C/O INTERNATIONAL PAPER COMPANY
6400 POPLAR AVENUE

MEMPHIS, TN 38197

## **Signatures**

/s/ Alan R. Haguewood, Attorney-in-Fact for Ilene S. Gordon

10/01/2012

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
  - Shares become free of restrictions and non-forfeitable on the earliest of: (i) May 14, 2013, (ii) death, (iii) disability, (iv) retirement or (v)
- (1) resignation with the consent of the Board of Directors. In the event of a resignation, the award would be reduced pro rata based on the length of service.
- (2) The shares reported were awarded to the reporting person for her service as a director.

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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