

SMITH MAURA A
Form 4
February 09, 2011

FORM 4

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH MAURA A

2. Issuer Name **and** Ticker or Trading
Symbol
INTERNATIONAL PAPER CO
/NEW/ [IP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INTERNATIONAL PAPER
COMPANY, 6400 POPLAR
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, General Counsel & Sec'y

(Street)
MEMPHIS, TN 38197

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
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2011		S		15,078	D	\$ 29.51 (1)
Common Stock	02/07/2011		A ⁽³⁾		4,185.216	A	\$ 29.22
Common Stock	02/07/2011		F ⁽⁴⁾		24,901	D	\$ 29.22
Common Stock	02/07/2011		A		6,500	A	\$ 29.22

SEC 1474
(9-02)

2

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- (3) Represents additional shares acquired under the 2008-2010 Performance Share Plan ("PSP") based on actual corporate achievement against pre-established performance objectives over target shares reported at the time of grant.
- (4) Represents shares withheld from the PSP award for the payment of tax liability.
- (5) Represents shares of International Paper common stock held through the International Paper Salaried Savings Plan ("SSP"). This information is based on a plan statement as of January 31, 2011.

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