

GOODE DAVID R
Form 4
April 03, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

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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[] Check this box if
no longer
subject to
Section 16. Form
4 or
Form 5
obligations may
continue.
See Instruction
1(b).

(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) | | | |
| Goode, David R. | | | 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) | | | |
| Norfolk Southern Corporation | Three Commercial Place | | | 4/01/2003 | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | Form filed by One Reporting Person | | Form filed by More than One Reporting Person | | | |
| Norfolk, VA 23510-2191 | | | | | | | | | |
| (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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Acquisition of Securities Beneficially Owned or Followed (D) | 7. Nature of Indirect Beneficial Ownership |
| | | | (Month/ | (Month/ | Code | Amount | (A) or Price | (D) | |

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| | Day/ Year) | Day/ Year) | (D) | Transaction(s) (Instr. 4) (Instr. 3 and 4) | (Instr. 4) |
|------------------------------|---------------|---------------|------------|--|------------|
| Georgia-Pacific Common Stock | | | 12,004,000 | D | |
| | | | | | |
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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.

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(9-02)

| 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 | \$15.220 | | | | | | | 01/31/04 (I) | 01/31/13 | Georgia-Pacific Common Stock | 8,200,000 |

| | | | | | | | | | |
|---|----------|----------|--|---|---------|-----|----------|------------------------------|----------|
| STOCK OPTION PLAN | | | | | | | | | |
| GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN | \$24.800 | | | | | (2) | 02/01/12 | Georgia-Pacific Common Stock | 4,000.00 |
| Phantom Stock Units - GP | 1 for 1 | 04/01/03 | | A | 810.227 | (3) | (3) | Georgia-Pacific Common Stock | 810.22 |
| | | | | | | | | | |
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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
as Attorney-in-Fact

For: David R. Goode

April 2, 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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David R. Goode
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191

Georgia-Pacific Corporation
(GP)
April 1, 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.
- (3) The phantom stock units were acquired under the Georgia-Pacific Corporation Directors Deferred Compensation Plan, and will be settled in cash upon the reporting person's retirement. Payments will be made on a date or dates certain, based on the reporting person's irrevocable election to receive either a single cash payment or a specified number of annual installments.
- (4) Includes 189.952 phantom stock units acquired pursuant to a dividend reinvestment feature of the Georgia-Pacific Corporation Directors Deferred Compensation Plan.