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INTERNATIONAL PAPER CO /NEW/  
Form 8-K/A  
February 06, 2004

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 2, 2004  
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Date of Report (Date of earliest event reported)

INTERNATIONAL PAPER COMPANY  
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(Exact name of registrant as specified in its charter)

New York  
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(State or other jurisdiction of  
incorporation)

1-3157  
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(Commission  
File Number)

13-0872  
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(I.R.S. Em  
Identificat

400 Atlantic Street, Stamford, Connecticut  
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(Address of principal executive offices)

0  
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(Zip

203-541-8000  
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(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure

A copy of the press release of International Paper Company reporting earnings for the fourth quarter of 2003 was inadvertently filed under Item 5 of its Form 8-K submitted on February 2, 2004. By this amendment to such Form 8-K, International Paper Company hereby deletes the reference to an inclusion of such press release under Item 5. The press release is being furnished under Item 12 of this report.

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Item 7. Financial Statements and Exhibits

By this amendment to the Form 8-K submitted on February 2, 2004, International Paper Company hereby deletes the references to an inclusion of the press release and the slides as exhibits under Item 7 to such Form 8-K.

Item 9. Regulation FD Disclosure

On February 2, 2004, International Paper Company held a webcast and a conference call to discuss earnings and current market conditions. A copy of the slides shown at the webcast and discussed in the conference call was previously furnished under Item 9 as Exhibit 99.2 to the Form 8-K submitted on February 2, 2004.

Item 12. Results of Operations and Financial Condition

On February 2, 2004, International Paper Company issued a press release reporting earnings for the fourth quarter of 2003. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTERNATIONAL PAPER COMPANY

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(Registrant)

Date: February 6, 2004  
Stamford, Connecticut

By: /s/ Andrea L. Dulberg

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Andrea L. Dulberg  
Assistant Secretary

STATEMENT OF DIFFERENCES

The registered trademark symbol shall be expressed as. . . . . 'r'