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INTERNATIONAL PAPER CO /NEW/

Form 8-K

July 23, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
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Date of Report: July 23, 2004  
Date of Earliest Event Reported: July 21, 2004

International Paper Company  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation)

1-3157  
(Commission  
File Number)

13-0872805  
(IRS Employer  
Identification No.)

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

06921  
(Zip Code)

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

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Required FD Disclosure

On July 21, 2004, International Paper Company announced it had entered into an acquisition agreement relating to the sale by International Paper Company of the only issued and outstanding share of Weldwood of Canada Limited to West Fraser Timber Co. Ltd. dated the 21st day of July, 2004 (the "Agreement") for a price of C\$1.26 billion (approximately U.S.\$950 million). A copy of International Paper Company's press release is included as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 7. Financial Statements, Financial Information and Exhibits

(c) Exhibits

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- 99.1 Press Release of International Paper Company dated July 21, 2004.
- 99.2 Acquisition Agreement relating to the sale by International Paper Company of the only issued and outstanding share of Weldwood of Canada Limited to West Fraser Timber Co. Ltd. dated the 21st day of July, 2004.

Item 9 and Item 12. Regulation FD Disclosure and  
Results of Operations and Financial Condition

A copy of International Paper Company's press release is included as Exhibit 99.1 to this report and is incorporated herein by reference. On July 22, 2004, the Company held a webcast conference call to discuss the sale of its subsidiary, Weldwood of Canada Limited to West Fraser Timber Co. Ltd. Slides containing certain financial information of Weldwood of Canada Limited and International Paper Company, used at the webcast, are included as Exhibit 99.3 to this report and are incorporated herein by reference.

SIGNATURE

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 hereunto duly authorized.

INTERNATIONAL PAPER COMPANY

By: /s/ Andrea L. Dulberg

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Name: Andrea L. Dulberg  
Title: Assistant Secretary

Date: July 23, 2004

EXHIBIT INDEX

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<u>Exhibit Number</u>	<u>Exhibit Name</u>
99.1	Press Release of International Paper Company dated July 21, 2004.
99.2	Acquisition Agreement relating to the sale by International Paper Company of the only issued and outstanding share of Weldwood of Canada Limited to West Fraser Timber Co. Ltd. dated the 21st day of July, 2004.
99.3	Slides presented at a Company webcast conference call on July 22, 2004 at 9:30 a.m. EDT.