

GEORGIA PACIFIC CORP

Form 4

February 04, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION

Washington, DC 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

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

OMB

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(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)			
Fites, Donald V.			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)			
Caterpillar, Inc. 100 NE Adams Street					1/31/2003	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)					5. If Amendment, Date of Original (Month/Day/Year)				
Peoria, IL 61629-7210									
(City) (State) (Zip)			Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)			2. Transaction Date (Month/	2A. Deemed Execution Date, if any (Month/	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount (A) or Price (P)	6. Ownership of Securities Beneficially Owned (Indicate if Indirect)	7. Nature of Indirect Beneficial Ownership

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	Day/ Year)	Day/ Year)		(D)	Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock				16,016,000	D	

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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(Over)
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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)				
											Amount or Number of Shares
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
GEORGIA-PACIFIC OUTSIDE DIRECTORS	\$15.220			A		8,200,000		01/31/04 (1)	01/31/13	Georgia-Pacific Common Stock	8,200,000

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STOCK OPTION PLAN											
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN	\$24.800							02/01/03 (2)	02/01/12	Georgia-Pacific Common Stock	4,000.0
Phantom Stock Units - GP	1 for 1							(3)	(3)	Georgia-Pacific Common Stock	9,647.1

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: Donald V. Fites

February 4, 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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Donald V. Fites
Caterpillar Inc.
100 NE Adams Street
Peoria, IL 61629-7210

Georgia-Pacific Corporation
(GP)
January 31, 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.