Nicholls Timothy S Form 4 May 06, 2013

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Nicholls Timothy S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INTERNATIONAL PAPER CO

(Month/Day/Year)

05/06/2013

(Check all applicable)

/NEW/[IP]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

Senior Vice President

C/O INTERNATIONAL PAPER

(Street)

(State)

COMPANY, 6400 POPLAR

**AVENUE** 

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MEMPHIS, TN 38197

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

below)

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities Acquired (A) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

7. Nature of Indirect Ownership Form: Beneficial Direct (D) Ownership (Instr. 4)

(Month/Day/Year) (Instr. 8)

or Indirect **Following** Reported Transaction(s)

(Instr. 4) (Instr. 3 and 4)

D

or (D) Price Code V Amount

\$

Common 05/06/2013 Stock

S  $205,404^{(2)}$ 35,000 D 45.8963 (1)

(A)

108 (2) (3) I By Plan

Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

### Edgar Filing: Nicholls Timothy S - Form 4

#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date Expira	Expiration	Title Nu			
						Exercisable	Date		Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nicholls Timothy S C/O INTERNATIONAL PAPER COMPANY 6400 POPLAR AVENUE MEMPHIS, TN 38197

Senior Vice President

## **Signatures**

/s/ Alan R. Haguewood, Attorney-in-Fact for Tim S. Nicholls

05/06/2013

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the weighted average price for 35,000 shares sold within the range of \$45.88 to \$45.94. Information regarding the number of shares sold at each separate price will be made available from the reporting person upon request by the SEC, the issuer or its shareowners.
- (2) Share numbers are rounded
- (3) 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 May 3, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

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