

GEORGIA PACIFIC CORP  
Form 4  
February 04, 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  
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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 <b>and</b> Ticker or Trading Symbol                               |  |   | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |        |   |  |
| Williams, James B.                       |         |          | GEORGIA-PACIFIC CORPORATION<br>(GP)  |  |   | <input checked="" type="checkbox"/> Director or Owner<br><input type="checkbox"/> Officer (specify title below)<br><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)   |        |   |  |
| SunTrust Banks, Inc.                     |         |          |  | 1/31/2003  |   |   |        |   |  |
| 25 Park Place, N.E., Suite 251           |         |          |  | 5. If Amendment, Date of Original (Month/Day/Year) |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person  |        |   |  |
| (Street)                                 |         |          |  |  |   | Form filed by More than One Reporting Person  |        |   |  |
| Mail Code #645<br>Atlanta, Georgia 30303 |         |          | Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |   |        |   |  |
| (City)                                   | (State) | (Zip)    |  |  |   |   |        |   |  |
| 1. Title of Security (Instr. 3)          |         |          | 2. Trans- action Date  | 2A. Deemed Execution Date, if any                  | 3. Trans- actions Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   |        | 5. Amount or Ownership of Securities Beneficially Owned or Reported | 7. Nature of Indirect Beneficial Ownership |
|  |         |          | (Month/  | (Month/  | Code  | Amount  | (A) or | Price   | Follow- ing Report                         |

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|                              | Day/<br>Year) | Day/<br>Year) | (D)        | Transaction(s)<br>(Instr. 4)<br>(Instr. 3<br>and<br>4) | (Instr. 4) |
|------------------------------|---------------|---------------|------------|--|------------|
| Georgia-Pacific Common Stock |               |               | 34,971.000 | 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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SEC  
1474  
(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 Number Shares |
| GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN | \$15.220   | 01/31/03  |  | A                              |   | 8,200.000  |     | 01/31/04 (1)   | 01/31/13        | Georgia-Pacific Common Stock                                  | 8,200.000            |
| GEORGIA-PACIFIC OUTSIDE                             | \$24.800   |   |  |                                |   |  |     | 02/01/03 (2)   | 02/01/12        | Georgia-Pacific Common Stock                                  | 4,000.000            |

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|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|-----------------------------------|---------|--|--|--|--|--|-----|-----|---------------------------------|--------|--|
| DIRECTORS<br>STOCK OPTION<br>PLAN |         |  |  |  |  |  |     |     |                                 |        |  |
| Phantom Stock Units<br>- GP       | 1 for 1 |  |  |  |  |  | (3) | (3) | Georgia-Pacific<br>Common Stock | 27,818 |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |
|                                   |         |  |  |  |  |  |     |     |                                 |        |  |

Explanation of Responses:

See continuation page(s) for footnotes

|  |   |                         |
|--|---|-------------------------|
|  | <u>/s/ Joanna B. Apolinsky</u>                        | <u>February 4, 2003</u> |
| ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. | **Signature of Reporting Person                       | Date                    |
| See  | By: Joanna B. Apolinsky<br>as <u>Attorney-in-Fact</u> |                         |
| 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  | For: James B. Williams                                |                         |

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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|---|-------------------|------------------------------|

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|  |   |                   |
|--|---|-------------------|
| <b>James B. Williams</b><br><b>SunTrust Banks Inc.</b><br><b>25 Park Place, N.E., Suite 251</b><br><b>Atlanta, Georgia 30303</b> | Georgia-Pacific Corporation<br>(GP)<br>January 31, 2003 | Page 3 of 3 pages |
|--|---|-------------------|

- (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.