

LUNDGREN JOHN F
 Form 3
 February 07, 2003

FORM 3

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

INITIAL STATEMENT OF
 BENEFICIAL OWNERSHIP OF
 SECURITIES

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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(Print or Type Responses) 1. Name and Address of Reporting Person* Lundgren, John F. (Last) (First) (Middle)			2. Date of Event Requiring Statement 01/31/03		4. Issuer Name and Ticker or Trading Symbol GEORGIA-PACIFIC CORPORATION (GP)	
5 th Floor 33 Cavendish Square (Street)			3. I. S. Relationship of Reporting Person(s) to Issuer Number (Check all applicable) Reporting Person if an entity (voluntary)		6. If Amendment, Date of Original (Month/Day/Year)	
London, W1G0FJ (City) (State) (Zip)			Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/>		7. Individual or Joint/Group Filing (Check Applicable Line)	
			President - European Consumer Products		X Form filed by One Reporting Person	
					Form filed by More than One Reporting Person	

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Amount of Securities	3. Ownership Form: Direct	4. Nature of Indirect
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(Instr. 4)	Beneficially Owned (Instr. 4)	(D) or Indirect (I) (Instr. 5)	Beneficial Ownership (Instr. 5)
Georgia-Pacific Common Stock	1,711	D	
Georgia-Pacific Common Stock	11,706.225	I	through G-P 401(k) (1)

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 5(b)(v). Page 1 of 3 pages (Over)

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FORM 3 (continued) Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
EMPLOYEE STOCK OPTION (right to buy GP) - 2001 LTIP	(2)	01/28/11	Georgia-Pacific Common Stock	26,300.000	\$29.470	D	
EMPLOYEE STOCK OPTION (right to	(3)	01/30/12	Georgia-Pacific Common Stock	36,400.000	\$24.440	D	

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buy) - 2002 LTIP							
FORT JAMES CORPORATION 1996 STOCK INCENTIVE PLAN	(4)	01/06/08	Georgia-Pacific Common Stock	111,875.000	\$26.630	D	
FORT JAMES CORPORATION 1996 STOCK INCENTIVE PLAN	(5)	01/06/09	Georgia-Pacific Common Stock	68,524.000	\$28.060	D	
JAMES RIVER CORPORATION OF VA 1987 STOCK OPTION PLAN	(6)	11/06/05	Georgia-Pacific Common Stock	55,938.000	\$23.280	D	
STOCK APPRECIATION RIGHT - 2003	01/31/04	01/30/13	Georgia-Pacific Common Stock	73,600.000	\$15.220	D	

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: John F. Lundgren

February 7, 2003

Date

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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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John F. Lundgren
5th Floor
33 Cavendish Square
London, W1G0FJ

Georgia-Pacific Corporation
(GP)
January 31, 2003

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- (1) Through the Georgia-Pacific Corporation Salaried 401(k) Plan. Information is as of January 31, 2003.
- (2) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.
- (3) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.
- (4) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2008. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.
- (5) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2009. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.
- (6) Under the terms of the amended and restated James River Corporation of Virginia 1987 Stock Option Plan, granted options may be exercised through November 6, 2005. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares

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of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.