

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 Securities: 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 Options (right to buy)	3/31/05	3/31/13	Common Stock	20,000	\$33.80	D	

Explanation of Responses:

- 1. Share numbers are rounded.

/s/ Rebecca Bouldien

April 9, 2003

** Signature of Reporting Person

Date

By: Rebecca Bouldien, Attorney-in-Fact for
Maura A. Smith

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Power Of Attorney

KNOW ALL MEN BY THESE PRESENTS, that I, MAURA A. SMITH, an officer of International Paper Company ("International Paper"), have made, constituted and appointed, and by these presents do make, constitute and appoint, each of the persons, or any of them, named by International Paper as SEC Coordinating Officer and Assistant SEC Coordinating Officer, as such persons are designated and certified by the Secretary or Assistant Secretary of International Paper as such and copy of whose signatures is included in said certification, as my true and lawful attorney for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting, or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, giving and granting unto said attorney, the full power and authority to do and perform each and every act and thing whatsoever requisite and appropriate in connection with the power of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of April, 2003.

/s/ Maura A. Smith

Maura A. Smith

ACKNOWLEDGEMENT

STATE OF)
CONNECTICUT)
) **ss:**
COUNTY OF)
FAIRFIELD)

On this 1st day of April, 2003, before me personally came Maura A. Smith, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that she executed the same.

/s/ Janet E. Pellicone

Notary Public

Janet E. Pellicone
Notary Public
My Commission Expires Mar. 31, 2004

**INTERNATIONAL PAPER COMPANY
SECRETARY'S CERTIFICATE**

I, Barbara L. Smithers, duly elected Corporate Secretary of International Paper Company, a New York corporation, do hereby certify that the following persons have been designated by me as SEC Coordinating Officer and Assistant Coordinating Officers to act as true and lawful attorneys for the purpose of executing, delivering, recording, filing, electronically or otherwise, attesting or otherwise acting with regards to Forms 3, 4 and 5, or any other forms, amendments or documents described in or relating to the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended:

SEC Coordinating Officer:

John Walenzik /s/ John Walenzik

Assistant SEC Coordinating Officers:

Rebecca Bouldien /s/ Rebecca Bouldien

Carol M. Samalin /s/ Carol M. Samalin

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 9th day of October, 2002.

/s/ Barbara L. Smithers

Barbara L. Smithers
Vice President and Corporate Secretary