

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  
no longer  
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 (Check all applicable)			
Bowles, Barbara L.			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)			
Kenwood Group Inc.				1/31/03					
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person			
Chicago, Illinois 60603						Form filed by More than One Reporting Person			
(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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Acquisition of Securities Beneficially Owned (D) or Followed (R)	7. Nature of Indirect Beneficial Ownership
					Code	Amount	(A) or		

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	Day/ Year)	Day/ Year)	(D)	Transaction(s) (Instr. 4) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock				3,769,000	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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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 or Number of Shares
FORT JAMES OUTSIDE DIRECTORS STOCK OPTION	\$16.020							(1)	04/14/10		Georgia-Pacific Common Stock 3,497.0

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PLAN										
FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN	\$27.050						(1)	04/15/09	Georgia-Pacific Common Stock	3,497.0
FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN	\$36.760						(1)	04/15/08	Georgia-Pacific Common Stock	1,399.0
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN	\$15.220	01/31/03		A	8,200.000		01/31/03 (2)	01/31/13	Georgia-Pacific Common Stock	8,200.0
GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION PLAN	\$24.800						02/01/03 (3)	02/01/12	Georgia-Pacific Common Stock	4,000.0
Phantom Stock Units - GP	1 for 1						(4)	(4)	Georgia-Pacific Common Stock	797.5

Explanation of Responses:

See continuation page(s) for footnotes

/s/ Joanna B. Apolinsky

February 4, 2003

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

\*\*Signature of Reporting Person

Date

See

By: Joanna B. Apolinsky  
as Attorney-in-Fact

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

For: Barbara L. Bowles

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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**Barbara L. Bowles**  
**Kenwood Group Inc.**  
**10 South LaSalle Street, N.E., Suite**  
**3610**  
**Chicago, Illinois 60603**

Georgia-Pacific Corporation  
(GP)  
January 31, 2003

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- (1) Under the terms of the amended and restated Fort James Corporation Stock Option Plan for Outside Directors, these options are exercisable on the date of grant. The options were initially granted for shares of Fort James Corporation common stock which were converted to options to purchase a number of shares of Georgia-Pacific Group common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.
- (2) 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.
- (3) 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.
- (4) 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.