Kadien Thomas G Form 4 February 16, 2007

FORM 4

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

OMB APPROVAL

OMB
Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

burden hours per

response...

Form 4 or Form 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 ** Kadien Thomas G	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	INTERNATIONAL PAPER CO /NEW/ [IP]	(Check all applicable)			
(Last) (First) (Middle) C/O INTERNATIONAL PAPER, 6400 POPLAR AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2007	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MEMBERS TN 20107	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

MEMPHIS, TN 38197

(State)

(Zip)

(City)

Table I - Non-Derivative	Securities Acquired	d Disposed of or	r Reneficially Owned
Table I - Moll-Delivative	occurred Acquire	u, Disposeu oi, oi	Delicificially Owned

Person

							,	,	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acqui Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/15/2007		S	2,900	` /	\$ 37.12	116,818 <u>(1)</u>	D	
Common Stock	02/15/2007		S	5,847	D	\$ 37.13	110,971 (1)	D	
Common Stock	02/15/2007		S	4,200	D	\$ 37.14	106,771 <u>(1)</u>	D	
Common Stock	02/15/2007		S	1,000	D	\$ 37.15	105,771 (1)	D	
Common Stock							6,721 (1) (2)	I	By SSP

Edgar Filing: Kadien Thomas G - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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. Title	and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
					Exercisable	Date		of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kadien Thomas G C/O INTERNATIONAL PAPER 6400 POPLAR AVENUE MEMPHIS, TN 38197

Senior Vice President

Signatures

Beth Murphree, Attorney-in-Fact for Thomas G. Kadien

02/16/2007

**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) Share numbers are rounded.
- (2) 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 January 31, 2007.

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.

Reporting Owners 2