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INTERNATIONAL PAPER CO /NEW/

Form 8-K

July 23, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: July 23, 2004
Date of Earliest Event Reported: July 21, 2004

International Paper Company
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-3157
(Commission
File Number)

13-0872805
(IRS Employer
Identification No.)

400 Atlantic Street
Stamford, Connecticut
(Address of principal executive offices)

06921
(Zip Code)

(203) 541-8000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Required FD Disclosure

On July 21, 2004, International Paper Company announced it had entered into an acquisition agreement relating to the sale by International Paper Company of the only issued and outstanding share of Weldwood of Canada Limited to West Fraser Timber Co. Ltd. dated the 21st day of July, 2004 (the "Agreement") for a price of C\$1.26 billion (approximately U.S.\$950 million). A copy of International Paper Company's press release is included as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 7. Financial Statements, Financial Information and Exhibits

(c) Exhibits

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- 99.1 Press Release of International Paper Company dated July 21, 2004.
- 99.2 Acquisition Agreement relating to the sale by International Paper Company of the only issued and outstanding share of Weldwood of Canada Limited to West Fraser Timber Co. Ltd. dated the 21st day of July, 2004.

Item 9 and Item 12. Regulation FD Disclosure and
Results of Operations and Financial Condition

A copy of International Paper Company's press release is included as Exhibit 99.1 to this report and is incorporated herein by reference. On July 22, 2004, the Company held a webcast conference call to discuss the sale of its subsidiary, Weldwood of Canada Limited to West Fraser Timber Co. Ltd. Slides containing certain financial information of Weldwood of Canada Limited and International Paper Company, used at the webcast, are included as Exhibit 99.3 to this report and are incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL PAPER COMPANY

By: /s/ Andrea L. Dulberg

Name: Andrea L. Dulberg
Title: Assistant Secretary

Date: July 23, 2004

EXHIBIT INDEX

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Exhibit Number	Exhibit Name
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99.1	Press Release of International Paper Company dated July 21, 2004.
99.2	Acquisition Agreement relating to the sale by International Paper Company of the only issued and outstanding share of Weldwood of Canada Limited to West Fraser Timber Co. Ltd. dated the 21st day of July, 2004.
99.3	Slides presented at a Company webcast conference call on July 22, 2004 at 9:30 a.m. EDT.