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INTERNATIONAL PAPER CO /NEW/  
Form 8-K  
June 20, 2002

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

April 9, 2002

-----  
Date of Report (Date of earliest event reported)

International Paper Company  
Weldwood of Canada Limited  
Employee Phantom Share Plan

INTERNATIONAL PAPER COMPANY

-----  
(Exact name of Registrant as Specified in Its charter)

NEW YORK

-----  
(State or Other Jurisdiction of Incorporation)

1-3157

13-0872805

-----  
Commission File Number

(IRS Employer Identification No.)

400 Atlantic Street, Stamford, Connecticut

06921

-----  
(Address of Principal Executive Offices)

(Zip Code)

203-541-8000

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(Registrant's Telephone Number, Including Area Code)

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

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Item 1. CHANGES IN CONTROL OF REGISTRANT.

N/A

Item 2. ACQUISITION OR DISPOSITION OF ASSETS.

N/A

Item 3. BANKRUPTCY OR RECEIVERSHIP.

N/A

Item 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

In connection with the Company's change of auditors by its Board of Directors on April 9, 2002, the employee benefit plans sponsored by the Company have also changed auditors. The new auditor for the fiscal year 2002 will be Deloitte & Touche LLP.

Item 5. OTHER EVENTS.

N/A

Item 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS.

N/A

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

c) Exhibits. N/A.

Item 8. CHANGE IN FISCAL YEAR.

N/A

Item 9. REGULATION FD DISCLOSURE.

N/A

SIGNATURES

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.

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INTERNATIONAL PAPER COMPANY

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(Registrant)

Dated: June 19, 2002  
Stamford, Connecticut

/s/ Carol M. Samalin  
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Carol M. Samalin  
Assistant Secretary