

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
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 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 and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| Clark, Jr. Worley H. | | | 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) | | | |
| W.H. Clark & Associates 20 South Clark Street | | | | 1/31/03 | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | Form filed by One Reporting Person | | Form filed by More than One Reporting Person | | | |
| Chicago, Illinois 60603-4203 | | | | | | | | | |
| (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 or Followed (D) | 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 | | | | 4,027,000 | D |
| | | | | | |
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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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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 control number.

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(9-02)

| 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 | \$12.220 | | | | | | | (1) | 04/15/04 | Georgia-Pacific Common Stock | 1,421.0 |

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| | | | | | | | | | | | |
|---|----------|----------|--|---|-----------|--|-----------------|----------|---------------------------------|---------|--|
| PLAN | | | | | | | | | | | |
| FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN | \$12.620 | | | | | | (1) | 02/11/03 | Georgia-Pacific Common Stock | 4,263.0 | |
| FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN | \$16.020 | | | | | | (1) | 04/14/10 | Georgia-Pacific Common Stock | 3,497.0 | |
| FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN | \$18.230 | | | | | | (1) | 04/15/06 | Georgia-Pacific Common Stock | 1,399.0 | |
| FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN | \$19.920 | | | | | | (1) | 04/15/05 | Georgia-Pacific Common Stock | 1,421.0 | |
| FORT JAMES OUTSIDE DIRECTORS STOCK OPTION PLAN | \$20.110 | | | | | | (1) | 04/15/07 | Georgia-Pacific Common Stock | 1,399.0 | |
| 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 | |

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: Worley H. Clark, Jr.

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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Worley H. Clark, Jr.
W. H. Clark & Associates
20 South Clark Street
Chicago, Illinois 60603-4203

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.