

INTERNATIONAL PAPER CO /NEW/

Form 8-K

December 03, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**December 3, 2007**

**(Date of Report)**

**November 30, 2007**

**(Date of earliest event reported)**

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**INTERNATIONAL PAPER COMPANY**

**(Exact name of registrant as specified in its charter)**

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**NEW YORK**  
**(State or other jurisdiction**

**of incorporation)**

**1-3157**  
**(Commission File Number)**

**6400 Poplar Avenue**

**Memphis, Tennessee 38197**

**(Address and zip code of principal executive offices)**

**(901) 419-7000**

**(Registrant's telephone number, including area code)**

**13-0872805**  
**(IRS Employer**

**Identification No.)**

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N/A

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Consistent with our announcements earlier this year, Marianne M. Parrs, 63, who has served as executive vice president and chief financial officer, is retiring from International Paper Company (the Company ) on December 31, 2007. While remaining an executive vice president until her retirement, Ms. Parrs resigned her position as chief financial officer on November 30, 2007, and Tim Nicholls, 46, was elected senior vice president and chief financial officer of the Company, effective December 1, 2007.

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.

INTERNATIONAL PAPER COMPANY  
(Registrant)

By: /s/ Maura Abeln Smith

Name: Maura Abeln Smith

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: December 3, 2007