

BURANDT MICHAEL C
 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
 no longer
 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) | |
| Burandt, Michael C. | | | GEORGIA-PACIFIC CORPORATION (GP) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (specify (give below) title below) President - N.A. Consumer Products | |
| (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) | |
| 133 Peachtree Street, N.E. | | | | 1/31/03 | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| Atlanta, Georgia 30303 | | | | Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date | 2A. Deemed Execution Date, if any | 3. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. An Owner of Securities Beneficially Owned or Controlled | 7. Nature of Indirect Beneficial Ownership |

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| | (Month/Day/Year) | (Month/Day/Year) | Code | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) |
|------------------------------|------------------|------------------|------|--------|------------|---------------------|--|------------|
| Georgia-Pacific Common Stock | | | | | | 4,480.000 (1)(2) | 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).
 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.

Page 1 of 3 pages
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| 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 Number Shares |
| EMPLOYEE STOCK OPTION (right to buy | \$26.420 | | | | | | | (3) | 02/02/07 | Georgia-Pacific Common Stock | 15,600 |

| | | | | | | | | | | |
|--|----------|----------|--|---|-------------|--|--------------|----------|------------------------------|--------|
| GP) -- 1997 SVIP | | | | | | | | | | |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 1998 LTIP | \$28.205 | | | | | | (4) | 01/28/08 | Georgia-Pacific Common Stock | 11,88 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 1999 LTIP | \$32.170 | | | | | | (5) | 01/27/09 | Georgia-Pacific Common Stock | 22,00 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 2000 LTIP | \$41.590 | | | | | | (6) | 01/20/10 | Georgia-Pacific Common Stock | 19,30 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 2001 LTIP | \$29.470 | | | | | | (7) | 01/28/11 | Georgia-Pacific Common Stock | 32,05 |
| EMPLOYEE STOCK OPTION (right to buy GP) -- 2002 LTIP | \$24.440 | | | | | | 01/31/03 (8) | 01/30/12 | Georgia-Pacific Common Stock | 44,20 |
| STOCK APPRECIATION RIGHT - 2003 | \$15.220 | 01/31/03 | | A | 157,950.000 | | 01/31/04 | 01/30/13 | Georgia-Pacific Common Stock | 157,95 |
| | | | | | | | | | | |
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Explanation of Responses:

See continuation page(s) for footnotes.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

/s/ Michael C. Burandt

**Signature of Reporting Person

MICHAEL C. BURANDT

February 4, 2003

Date

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.

Michael C. Burandt
133 Peachtree Street, NE
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
January 31, 2003

Page 3 of 3 pages

- (1) Includes award of shares pursuant to performance rights granted under the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan.
- (2) Includes 352 shares acquired under the Georgia-Pacific Corporation 2001-2002 Employee Stock Purchase Plan in June 2002.
- (3) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 02/03/00.
- (4) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 1999, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2008.
- (5) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 28, 2000, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 27, 2009.
- (6) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 21, 2001, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 20, 2010.
- (7) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.
- (8) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.