

INTERNATIONAL PAPER CO /NEW/
Form 4
November 16, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pacheco Maximo

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL PAPER CO /NEW/ [IP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and President IP Brazil

C/O INTERNATIONAL PAPER, 6400 POPLAR AVENUE
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MEMPHIS, TN 38197

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	09/15/2006		G ⁽¹⁾	V 6,230 D \$ 0	56,154 ⁽²⁾	D	
Common Stock	10/18/2006		G ⁽¹⁾	V 2,237 D \$ 0	53,917 ⁽²⁾	D	
Common Stock	09/15/2006		G ⁽¹⁾	V 6,230 A \$ 0	6,230	I	By Inversiones Pushkin, S.A.
Common Stock	10/18/2006		G ⁽¹⁾	V 2,237 A \$ 0	8,467	I	By Inversiones

Common Stock	11/14/2006		S	5,200	D	\$ 32.63	3,267	I	Pushkin, S.A. By Inversiones Pushkin, S.A.
Common Stock	11/14/2006		S	1,300	D	\$ 32.64	1,967	I	By Inversiones Pushkin, S.A.
Common Stock	11/14/2006		S	400	D	\$ 32.65	1,567	I	By Inversiones Pushkin, S.A.
Common Stock	11/14/2006		S	100	D	\$ 32.66	1,467	I	By Inversiones Pushkin, S.A.
Common Stock	11/14/2006		S	200	D	\$ 32.67	1,267	I	By Inversiones Pushkin, S.A.
Common Stock	11/14/2006		S	1,000	D	\$ 32.68	267	I	By Inversiones Pushkin, S.A.
Common Stock	11/14/2006		S	267	D	\$ 32.69	0	I	By Inversiones Pushkin, S.A.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacheco Maximo C/O INTERNATIONAL PAPER 6400 POPLAR AVENUE MEMPHIS, TN 38197			SVP and President IP Brazil	

Signatures

Beth Murphree, Attorney-in-fact for Maximo Pacheco	11/16/2006
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction involved a gift of securities by the reporting person to Inversiones Pushkin, S.A.
 - (2) Share numbers are rounded.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.