

GEORGIA PACIFIC CORP
Form S-8
June 30, 2003

As filed with the Securities and Exchange Commission on June 30, 2003

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Georgia-Pacific Corporation

(Exact name of Registrant as specified in its charter)

Georgia

93-0432081

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

133 Peachtree Street, N.E.
Atlanta, Georgia

30303

(Address of principal executive offices)

(Zip Code)

Georgia-Pacific Corporation Long-Term Incentive Plan

(Full title of the plan)

Kenneth F. Khoury, Esq.
Vice President, Deputy General Counsel and Secretary
Georgia-Pacific Corporation
133 Peachtree Street, N.E.
Atlanta, Georgia 30303
(404) 652-4000

(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per	Proposed maximum aggregate	Amount of registration fee

		share (3)	offering price (3)	
Georgia-Pacific Group Common Stock, par value \$.01 per share	3,400,000 shares	\$19.24	\$65,416,000	\$5,292.15

- (1) Pursuant to General Instruction E of Form S-8, this Registration Statement covers the registration of 3,400,000 shares of Georgia-Pacific Group Common Stock in addition to shares previously registered under Registration Statements No. 333-42597 and No. 333-36198.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions as provided in the Georgia-Pacific Corporation Long-Term Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices of \$19.73 and \$18.74 per share for the Georgia-Pacific Group Common Stock as reported on the New York Stock Exchange on June 27, 2003.

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus related to this Registration Statement meets the requirements of use in connection with securities registered under Registration Statements No.

333-42597 and No. 333-36198 on Form S-8.

Part II -- Information Required in the Registration Statement

This Registration Statement on Form S-8 is being filed to register 3,400,000 additional shares of Georgia-Pacific Group Common Stock, par value \$.80 per share (the "Common Stock"), of Georgia-Pacific Corporation (the "Company"), which have been reserved for issuance under the Georgia-Pacific Corporation Long-Term Incentive Plan (the "Plan"). A total of 16,000,000 shares of the Common Stock reserved under the Plan previously have been registered on Registration Statements on Form S-8 (Registration No. 333-42597 and No. 333-36198) (together, the "Plan Registration Statements"). Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the Plan Registration Statements are hereby incorporated by reference herein, and the opinions and consents listed in Item 8 below are attached hereto.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>5.1</u>	Opinion of Kenneth F. Khoury, Esq.

- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Kenneth F. Khoury, Esq. (contained in the Opinion filed as Exhibit 5.1).
- 24.1 Powers of Attorney (contained on the signature page).

SIGNATURES

The Registrant

. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 30th day of June, 2003.

Georgia-Pacific Corporation

By: /s/ DANNY W. HUFF
Danny W. Huff
Executive Vice President - Finance and
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James F. Kelley and Kenneth F. Khoury, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents

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in connection therewith, with the Securities and Exchange Commission, grants unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, their, or his, substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ALSTON D. CORRELL</u> Alston D. Correll	Chairman and Chief Executive Officer (Principal Executive Officer)	June 30, 2003
<u>/s/ DANNY W. HUFF</u> Danny W. Huff	Executive Vice President - Finance and Chief Financial Officer (Principal Financial Officer)	June 30, 2003
<u>/s/ JAMES E. TERRLL</u> James E. Terrell	Vice President and Controller (Principal Accounting Officer)	June 30, 2003

3

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LEE M. THOMAS</u> Lee M. Thomas	President, Chief Operating Officer and Director	June 30, 2003
<u>/s/ JAMES S. BALLOUN</u> James S. Balloun	Director	June 24, 2003

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<u>/s/ BARBARA L. BOWLES</u>	Director	June 30, 2003
Barbara L. Bowles		
<u>/s/ WORLEY H. CLARK, JR.</u>	Director	June 30, 2003
Worley H. Clark, Jr.		
<u>/s/ JANE EVANS</u>	Director	June 30, 2003
Jane Evans		
<u>/s/ DONALD V. FITES</u>	Director	June 30, 2003
Donald V. Fites		
<u>/s/ RICHARD V. GIORDANO</u>	Director	June 24, 2003
Richard V. Giordano		
<u>/s/ DAVID R. GOODE</u>	Director	June 30, 2003
David R. Goode		
<u>/s/ M. DOUGLAS IVESTER</u>	Director	June 30, 2003
M. Douglas Ivester		
<u>/s/ LOUIS W. SULLIVAN</u>	Director	June 30, 2003
Louis W. Sullivan		

/s/ JAMES B. WILLIAMS _____

Director

June 24, 2003

James B. Williams

/s/ JOHN D. ZEGLIS _____

Director

June 30, 2003

John D. Zeglis

4

INDEX TO EXHIBITS

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5