Edgar Filing: Balduino Michael J - Form 4

Form 4	chael J											
February 14,	2007											
FORM			CECUI		ND EXC			OMMERION		PROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no long		Expires:	January 31 2005									
subject to Section 1 Form 4 o Form 5	6. SECURITIES									Estimated average burden hours per response 0.		
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the H	Public U		ding Com	ipany	Act of	1935 or Section	I			
(Print or Type I	Responses)											
Balduino Michael J Symb				Name and NATION			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) (M NATIONAL 00 POPLAR AVE	1iddle) ENUE	3. Date of (Month/D) 02/12/20	-	ransaction			Director X Officer (give below) Senior		Owner r (specify t		
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	uired, Disposed of,	or Beneficial	y Owned		
1.Title of Security (Month/Day/Year) 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	02/12/2007			Code V A	Amount 5,081 (1)	(D) A	Price \$ 35.85	(Instr. 3 and 4) 100,705 (1)	D			
Common Stock	02/12/2007			F	12,119 (1)	D	\$ 35.85	88,586 <u>(1)</u>	D			
Common Stock								2,761 (<u>1)</u> (<u>2)</u>	Ι	By SSP		

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 (9-02) required to respond unless the form

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displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	⁷ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Balduino Michael J C/O INTERNATIONAL PAPER 6400 POPLAR AVENUE MEMPHIS, TN 38197			Senior Vice President					
Signatures								
Beth Murphree, Attorney-in-Fact f Balduino	for Micha	el J.	02/14/2007					
**Signature of Reporting Pe	rson		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) Share numbers are rounded.
- (2) Represents shares of International Paper common stock held through the International Paper Salaried Savings Plan (SSP). This information is based on a plan statement as of January 31, 2007.

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.