

WURTZ GEORGE W
Form 3
February 07, 2003

FORM 3

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

INITIAL STATEMENT OF
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

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(Print or Type Responses) 1. Name and Address of Reporting Person* Wurtz, George W. (Last) (First) (Middle)			2. Date of Event Requiring Statement 01/31/03		Issuer Name and Ticker or Trading Symbol GEORGIA-PACIFIC CORPORATION (GP)	
133 Peachtree Street, N.E. (Street)			3. I.S.S. Relationship of Reporting Person(s) to Issuer Number (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner		6. If Amendment, Date of Original (Month/Day/Year)	
Atlanta, Georgia 30303 (City) (State) (Zip)			if an entity (voluntary) <input checked="" type="checkbox"/> Officer (give title below) President - Paper & Bleached Board		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially	3. Ownership Form: Direct (D) or Indirect	4. Nature of Indirect Beneficial
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	Owned (Instr. 4)	(I) (Instr. 5)	Ownership (Instr. 5)
Georgia-Pacific Common Stock	145.000	D	
Georgia-Pacific Common Stock	456.814	I	through G-P 401(k) (1)

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 5(b)(v). Page 1 of 3 pages (Over)

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. SEC 1473 (7-02)

FORM 3 (continued)		Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)					
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
EMPLOYEE STOCK OPTION (right to buy GP) - 2001 LTIP	(2)	01/28/11	Georgia-Pacific Common Stock	25,450.000	\$29.470	D	
EMPLOYEE STOCK OPTION (right to buy GP) -	01/31/03 (3)	01/30/12	Georgia-Pacific Common Stock	29,650.000	\$24.440	D	

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2002 LTIP							
FORT JAMES CORPORATION 1996 STOCK INCENTIVE PLAN	(4)	01/06/08	Georgia-Pacific Common Stock	11,188.000	\$26.630	D	
FORT JAMES CORPORATION 1996 STOCK INCENTIVE PLAN	(5)	01/06/09	Georgia-Pacific Common Stock	15,062.000	\$28.060	D	
JAMES RIVER CORPORATION OF VA 1987 STOCK OPTION PLAN	(6)	10/04/04	Georgia-Pacific Common Stock	2,274.000	\$17.110	D	
JAMES RIVER CORPORATION OF VA 1987 STOCK OPTION PLAN	(7)	08/07/05	Georgia-Pacific Common Stock	2,274.000	\$24.630	D	
STOCK APPRECIATION RIGHT - 2003	01/31/04	01/30/13	Georgia-Pacific Common Stock	89,400.000	\$15.220	D	

Explanation of Responses:

See continuation page(s) for footnotes

/s/ George W. Wurtz

February 7, 2003

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

**Signature of Reporting Person

Date

See

GEORGE W. WURTZ

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.

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.

George W. Wurtz
133 Peachtree Street, N.E.
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
January 31, 2003

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- (1) Through the Georgia-Pacific Corporation Salaried 401(k) Plan. Information is as of January 31, 2003.
- (2) 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.
- (3) 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.
- (4) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2008. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.
- (5) Under the terms of the amended and restated Fort James Corporation 1996 Stock Incentive Plan, granted options may be exercised through January 6, 2009. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among

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Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.

- (6) Under the terms of the amended and restated James River Corporation of Virginia 1987 Stock Option Plan, granted options may be exercised through October 4, 2004. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.

- (7) Under the terms of the amended and restated James River Corporation of Virginia 1987 Stock Option Plan, granted options may be exercised through August 7, 2005. Such outstanding options, initially granted for shares of Fort James Corporation common stock, received accelerated vesting and were converted to options to purchase a number of shares of Georgia-Pacific common stock, pursuant to that certain Agreement and Plan of Merger among Georgia-Pacific Corporation, Fenres Acquisition Corp. and Fort James Corporation.