### Edgar Filing: KELLEY JAMES F - Form 4

VELLEN LANGE

KELLEY JAME	ES F										
Form 4											
December 02, 2	004										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	UNIII	ED STAT	ES SECURITII Washing	ES AND [ gton, D.C		NGE	COMM	ISSION	OMB Numbe	er: 3	235-0287
Check this bo	)X			· ·					Expire	Ja	nuary 31,
subject to	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI							HIP OF	Estimated average 2005		
Section 16.		SECUDITIES Est									
Form 4 or		burden hours per response 0.5									
Form 5	Filed	pursuant t	to Section 16(a)	of the Sec	curities E	xcha	nge Act o	of 1934,			
obligations may continue	Section	17(a) of th	he Public Utility	Holding	Company	/ Act	of 1935 of	or Section			
See Instructio		300	(h) of the Investr	nent Com	npany Ac	t of 1	940				
1(b).											
(Print or Type Resp	onses)										
1 Nome and Adda	and of Damor	ting Daman *	* • • • •				5 Dala	tionship of T	) an antin	Domoon (a	) to
1. Name and Address of Reporting Person <u>*</u> KELLEY JAMES F				2. Issuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
591			•	Symbol GEORGIA PACIFIC CORP [GP]							
			GEORGIA I	ACIFIC	CORPIC	JP]		(Check	all appli	cable)	
(Last)	(First)	(Middle)	3. Date of Earli		tion						
			(Month/Day/Ye					Director 10% Owner Officer (give title Other (specify			
133 PEACHTREE ST NE 12/01/2004			12/01/2004	-			below)	) below)			
								EVP and	General	Counsel	
	(Street)		4. If Amendme	nt, Date Ori	iginal		6. Indiv	idual or Join	nt/Group	Filing(Cl	ieck
Filed(Month/Day							able Line)				
Earna filad k							ed by One Reporting Person ed by More than One Reporting				
ATLANTA, GA	A 30303						Person	III IIIed by Mic		пе кероп	ng
(City)	(State)	(Zip)	Tabla I N	Jon Dorivo	tivo Sooun	itios A	aquinad T	Disposed of,	on Dono	ficially O	wnod
•	· · ·							-		-	
1.Title of Security			2A. Deemed	3. Transporti	4. Securiti onor Dispos			5. Amount			7. Nature
(Instr. 3)	(WOIIII)1	•	Execution Date, if any	Code	(Instr. 3, 4			Securities Beneficiall		wnership orm:	of Indirect Beneficial
			(Month/Day/Year)	(Instr. 8)	(,			Owned	2	rect (D)	Ownership
								Following		Indirect	(Instr. 4)
						(A)		Reported Transaction	(I)		
						or		(Instr. 3 an		nstr. 4)	
Conneis Desig				Code V	Amount	(D)	Price		,		
Georgia-Pacific	1 //11//	2004		М	12,000	А	\$ 28 6 4 5	22,889	D		
Common Stock							28.645				
Georgia-Pacific		2004		S	12,000	D	\$	10,889	D		
Common Stock	12/01/2	2004		5	12,000	D	37.742	10,007	D		

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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# 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Yea Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (right to buy GP)	\$ 28.645	12/01/2004		М	12,000	<u>(1)</u>	03/31/2005	Georgia-Pacific Common Stock

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
KELLEY JAMES F 133 PEACHTREE ST NE ATLANTA, GA 30303			EVP and General Counsel					
Signaturos								

### Signatures

/s/ JAMES F.	12/02/2004
KELLEY	12/02/2004

\*\*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) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 04/01/98.

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.