

INTERNATIONAL PAPER CO /NEW/  
Form 8-K  
June 01, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: June 1, 2005**

**Date of Earliest Event Reported: June 1, 2005**

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**INTERNATIONAL PAPER COMPANY**

(Exact name of registrant as specified in its charter)

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**NEW YORK**  
(State or other jurisdiction

of incorporation)

**1-3157**  
(Commission File Number)

**13-0872805**  
(IRS Employer

Identification No.)

**400 Atlantic Street**

**Stamford, Connecticut 06921**

(Address and zip code of principal executive offices)

**(203) 541-8000**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On June 1, 2005, International Paper Company (the Company ) announced the completion of the sale of its Industrial Papers Business to Kohlberg & Company, LLC. Subject to certain adjustments to be made after closing, the Company anticipates cash proceeds from the transaction will be approximately \$180 million.

A copy of the Company s press release is included as Exhibit 99.1 to this report and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS, FINANCIAL INFORMATION AND EXHIBITS

*(c) Exhibits*

Exhibit 99.1 Press Release of International Paper Company dated June 1, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL PAPER COMPANY  
(Registrant)

By: /s/ Andrea L. Dulberg

Name: Andrea L. Dulberg  
Title: Assistant Secretary

Date: June 1, 2005

EXHIBIT INDEX

Exhibit 99.1: Press Release of International Paper Company, dated June 1, 2005.