SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT

Pursuant to Section 15(d) of the

Securities Exchange Act of 1934

For the Year Ended December 31, 2004

Commission file number 1-3157

INTERNATIONAL PAPER COMPANY

HOURLY SAVINGS PLAN

(Full title of the plan)

INTERNATIONAL PAPER COMPANY

400 Atlantic Street

Stamford, Connecticut 06921

Telephone: (203) 541-8000

(Name of issuer of the securities held pursuant to the plan and

the address of its principal executive office)

13-0872805

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

INTERNATIONAL PAPER COMPANY HOURLY SAVINGS PLAN

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NOTE: All other schedules required by 29 CFR 2520.103-10 of the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Plan Administrator

International Paper Company

Hourly Savings Plan

We have audited the accompanying statements of net assets available for benefits of International Paper Company Hourly Savings Plan (the Plan) as of December 31, 2004 and 2003, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2004 and 2003, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) delinquent participant contributions for the year ended December 31, 2004 and (2) assets (held at end of year) as of December 31, 2004, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan s management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2004 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP

Memphis, Tennessee

June 24, 2005

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INTERN ATIONAL PAPER COMPANY HOURLY SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2004 AND 2003

(Amounts in thousands)

	2004	2003
ASSETS:		
Investments Plan interest in Master Trust (Notes 1, 2, 3, 4, 5, and 6):		
Participant-directed investments	$ 803,333	$ 715,324
Non participant-directed investments	123,846	118,516
Participant loans	55,586	48,072
Total investments Plan interest in Master Trust	982,765	881,912
Receivables:		
Participants contributions	1,159	1,545
Employer s contributions	316	400
Total receivables	1,475	1,945
LIABILITIES:		
Accrued expenses	(287)	(54)
Other	(65)	
NET ASSETS AVAILABLE FOR BENEFITS	$ 983,888	$ 883,803

See notes to financial statements.

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INTERN ATIONAL PAPER COMPANY HOURLY SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2004 AND 2003

(Amounts in thousands)

	2004	2003
ADDITIONS:		
Contributions:		
Participants contributions	$ 69,845	$ 67,107
Employer s contributions	19,604	18,885
Total contributions	89,449	85,992
Investment income Plan interest in Master Trust (Notes 1, 2, 3, 4, and 5)	62,131	119,579
Net transfers from other plans (Note 8)	8,047	
Total additions	159,627	205,571
DEDUCTIONS:		
Benefits paid to participants	58,012	56,486
Administrative expenses	1,530	1,362
Net transfers to other plans (Note 8)		1,425
Total deductions	59,542	59,273
NET INCREASE	100,085	146,298
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	883,803	737,505
End of year	$ 983,888	$ 883,803

See notes to financial statements.

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INTERN ATIONAL PAPER COMPANY HOURLY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2004 AND 2003

1. DESCRIPTION OF THE PLAN

The following description of International Paper Company Hourly Savings Plan (the Plan) provides only general information about the provisions of the Plan. Participants should refer to the Plan document or the Plan s summary plan description for a more complete description of the Plan s provisions.

General The Plan is a defined contribution plan providing retirement benefits to certain designated groups of hourly-paid employees of International Paper Company and its subsidiaries (the Company) who work in the United States or who are United States citizens or residents working outside the United States. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The assets of the Plan are held by State Street Bank and Trust Company (the Trustee) in the International Paper Company Defined Contribution Plans Master Trust (the Master Trust), a master trust established by the Company and administered by the Trustee.

J.P. Morgan Retirement Plan Services, previously J.P. Morgan/American Century, (the Recordkeeper) is the recordkeeper for the Plan.

Eligibility to Participate An employee is generally eligible to participate in the Plan upon the completion of one month of continuous service if the employee is an hourly employee at a designated location and is employed on a non-temporary basis. Participation in the Plan is voluntary. New employees are automatically enrolled in the Plan 45 days from the date they become eligible to participate, unless they otherwise decline participation or make alternative contribution and/or investment elections.

Participant Contributions Participant contributions may be made on either a before-tax or an after-tax basis, or in any combination, and are subject to certain Internal Revenue Code (the Code) limitations. The maximum rate of participant contributions is 85% of annual compensation as defined by the Plan.

Company Matching Contributions As specified in an appendix to the Plan document, the Company matches 50% of participants contributions up to either 4% or 6% of a participant s annual compensation, subject to certain limitations.

Rollover Contributions The Plan is authorized to accept rollover contributions and direct trust-to-trust transfers of amounts which participants are entitled to receive from other qualified profit sharing, stock bonus, and savings plans. Effective January 1, 2004, the Plan was amended to accept rollover contributions from traditional individual retirement accounts.

Investments Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several diversified portfolios and pooled funds, a fixed income option referred to as the Stable Value Fund, an open brokerage window, and the Company s common stock as investment options for participants.

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50% of the Company s matching contributions must be invested in the Company Stock Fund (Company Match Restricted) and the remaining 50% may be invested, as directed by the participant, into the various investment options offered by the Plan. Beginning in the year a participant reaches age 55, or upon termination of employment, the participant may transfer all or part of his Company Match Restricted balance to the other investment options.

ESOP Portion of the Plan The Company Stock Fund, excluding contributions made in the current plan year, is designated as an employee stock ownership plan (ESOP). With respect to dividends paid on shares of Company stock held in the ESOP portion of the Plan, participants are permitted to elect to receive cash payouts of the dividends or to leave the dividends in the Plan to be reinvested in shares of Company stock.

Participant Accounts Individual accounts are maintained for each Plan participant. Each participant s account is credited with the participant s contributions, the Company s matching contributions and an allocation of Plan earnings, and is charged with benefit distributions, if applicable, and allocations of Plan losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account.

Vesting Participants are immediately vested in their participant contributions and rollover contributions, plus earnings thereon. Participants become 100% vested in Company matching contributions, plus earnings thereon, after three years of completed service.

Participants also are fully vested in their Company matching contributions upon attainment of age 65, termination of employment due to death or disability, or termination of employment due to permanent closure of an employee s work facility. The vesting schedule of a merged plan shall be substituted for the Plan schedule if it is more favorable to an employee who was participating in such plan on the merger date. Forfeited balances of terminated participants are used to reduce future Company contributions.

Loans to Participants Participants may borrow from their accounts an amount not to exceed (on a cumulative outstanding basis) the lesser of (1) 50% of the value of a participant s contributions, rollover accounts, and the vested portion of his Company contributions account, less any restricted portions of such accounts, or (2) $50,000 reduced by the excess of the participant s largest outstanding balance of all loans during the 12 months preceding the date the loan is to be made over the outstanding balance of loans on the date such loan is made.

Loans are repayable through payroll deduction, beginning as soon as administratively practicable after the effective date of the loan, with a minimum loan period of one year. The maximum repayment period is five years, unless for the purchase of a principal residence, in which case the maximum repayment period is 10 years. It is permissible to have two loans outstanding at any one time, but only one principal residence loan is allowed at a time. The interest rate is determined by the plan administrator based on the prime interest rate as published in *The Wall Street Journal* plus 1%. Interest rates on loans outstanding ranged from 5.0% to 10.5% at December 31, 2004.

Effective January 1, 2004, the Plan was amended to allow loans to participants who are no longer employed by the Company.

Withdrawals A participant may make a general withdrawal in the following order: (1) the value of the after-tax contributions made before the preceding 24-month period and the unmatched after-tax contributions made within the preceding 24-month period with no suspension penalty or contribution suspension; (2) the value of the matched after-tax contributions made during the

preceding 24-months with a 3-month suspension penalty period during which no Company matching contributions are made; (3) the value of any rollover account; and (4) the value of certain prior Company matching contributions as detailed in the appendix to the Plan document.

If the total amount available to a participant for a general withdrawal is insufficient to meet his or her financial needs, a participant who has not attained age 59 1/2 may apply for a hardship withdrawal of vested Company matching contributions and earnings thereon, before-tax contributions and pre-1989 earnings on before-tax contributions.

Prior to April 1, 2003, a participant who made a hardship withdrawal had contributions to the Plan suspended for six months. In the year following the distribution, contributions were limited to the annual maximum allowed by federal law less the amount of the employee s before-tax contributions in the year of the hardship withdrawal. As an alternative, a participant could file a certification of financial hardship.

Effective April 1, 2003, the contribution limitation for the year following the hardship withdrawal is eliminated.

Participants who have attained age 59 1/2 may withdraw the value of before-tax contributions and the value of vested Company matching contributions, in addition to all amounts available under a general withdrawal.

Payment of Benefits Distributions may be made when a participant retires, terminates employment, or dies. With the exception of the Company Stock Fund, distributions are in cash for the value of the participant s account. Distributions from the Company Stock Fund are made in shares of Company common stock, in cash, or in a combination of shares and cash, as selected by the participant.

Upon termination of employment, a participant may elect a distribution in a lump-sum payment or through installments over 5 to 20 years. Terminated participants may defer distribution to a date occurring on or prior to the date the participant attains age 70 1/2. Effective January 1, 2004, the Plan was amended to require an automatic lump-sum distribution to a terminated participant whose account balance is $5,000 or less.

Death benefits to a beneficiary are paid in either a lump-sum payment within five years of the participant s death or in installment payments commencing within one year of the participant s death, as elected by the beneficiary. If the beneficiary is the participant s spouse, the beneficiary may elect to defer the distribution to the date the participant would have been age 70 1/2.

Some participants that have become participants in the Plan due to plan mergers have benefits differing from the general provisions of the Plan. The appendix to the Plan s summary plan description explains these benefits in detail by location. These participants are often allowed to continue certain benefits offered in their previous plans. The contributions available for such withdrawals are only those contributions made under their previous plans and not the contributions or earnings thereon made under the Plan s provisions.

Administrative Expenses All administrative fees and expenses are charged to the Plan. The Recordkeeper nets the Master Trust administrative expenses of each plan with the investment income or loss of the Master Trust. Plan level expenses are included in administrative expenses on the accompanying statements of changes in net assets available for benefits.

Forfeited Accounts At December 31, 2004 and 2003, forfeited nonvested accounts totaled $3,460 and $1,128, respectively. These accounts are used to reduce future employer contributions. During the years ended December 31, 2004, and 2003, employer contributions were reduced by approximately $387,000 and $205,000, respectively, from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition The Plan s interest in the Master Trust is stated at fair value except for its benefit-responsive investment contracts, which are valued at contract value (Note 3). If available, quoted market prices are used to value investments. Pooled accounts are valued at the net asset value of units held by the Plan at year-end. Shares of the open brokerage window and the Company s common stock are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at the outstanding loan balances.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Master Trust for investments in Master Trust investment accounts and the open brokerage window are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as an adjustment to net appreciation (depreciation) in fair market value of investments for such investments.

The Master Trust utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Payment of Benefits Benefit payments to participants are recorded upon distribution.

Excess Contributions Payable The Plan is required to return contributions received during the year in excess of the Code limitations. During 2004, the Plan did not pass the non-discrimination requirements of Code section 401(k) (the ADP Test) for employees eligible to participate in the Plan. As a result, approximately $65,000 of contributions were refunded in first quarter 2005 to certain Plan participants and are included in other liabilities in the accompanying statement of net assets available for benefits.

Derivatives The Master Trust s investments include various instruments that meet the definition of a derivative, including swap and futures contracts hedging foreign currency, interest rates, etc. The Master Trust uses derivatives for investment appreciation and hedging of certain risks, and the contracts are settled in cash on a daily basis. Such derivatives are recorded in the accompanying statements of net

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assets available for benefits at their fair market value, and changes in fair value are recorded in Plan interest in investment income of the Master Trust in the accompanying statements of changes in net assets available for benefits.

3. INVESTMENT CONTRACTS

The Plan has entered into various benefit-responsive investment contracts with insurance companies, which maintain the contributions in a general account. The accounts are credited with earnings on the underlying investments and charged for participant distributions and administrative expenses. The investment policy portfolio is managed by Deutsche Asset Management. The contracts are included in the financial statements at contract value as reported to the Plan by the issuers. Contract value represents contributions made under the contract, plus earnings, less participant distributions and administrative expenses. Participants may ordinarily direct the distribution or transfer of all or a portion of their investment at contract value as reported to the Plan by the issuers.

The investment contracts are classified as either guaranteed investment contracts (GIC) or synthetic investment contracts (SIC). A SIC differs from a GIC in that the Plan owns the assets underlying the investment of a SIC. The bank or insurance company issues a contract, referred to as a wrapper, that guarantees the value of the underlying investment for the duration of the SIC. The wrapper contracts are valued as the difference between the contract value of the SIC and the fair value of the underlying assets. The investment contract portfolio is valued based on the contract value of the contracts held in aggregate by the portfolio.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts held by the Master Trust at December 31, 2004 and 2003 was $1,459,601,796 and $1,456,269,852, respectively. The contract value of the investment contracts held by the Master Trust at December 31, 2004 and 2003 was $1,413,478,474 and $1,397,459,338, respectively. The aggregate average yields of the investment contracts for the years ended December 31, 2004 and 2003 were 4.90% and 5.32%, respectively. The aggregate crediting interest rates for the investment contracts as of December 31, 2004 and 2003 were 4.77% and 4.76%, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

In addition to the investment contracts, the investment contract portfolio includes a State Street Bank and Trust Company money market fund, which had an aggregate fair value of $69,199,438 and $60,938,581 at December 31, 2004 and 2003, respectively.

4. MASTER TRUST

The Plan s investment assets are held in a trust account by the Trustee and consist of an undivided interest in an investment account of the Master Trust. Use of the Master Trust permits the commingling of trust assets with the assets of other plans sponsored by the Company for investment and administrative purposes. Although assets of the plans are commingled in the Master Trust, the Recordkeeper maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income or loss of the investment assets and administrative expenses are allocated by the Recordkeeper to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

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The net assets of the Master Trust at December 31, 2004 and 2003, are summarized as follows (in thousands):

	2004	2003
Master Trust net assets:		
At fair value:		
Company Stock Fund Master Trust Investment Account	$ 789,266	$ 835,973
RIC Master Trust Investment Account:		
Conservative Smartmix Fund	53,740	40,769
Moderate Smartmix Fund	274,606	232,680
Aggressive Smartmix Fund	116,662	79,729
Cash	994	984
Total RIC Master Trust Investment Account	446,002	354,162
Commingled Investment Group Trust		
Master Trust Investment Accounts:		
U.S. Fixed Income Bond Pool	84,930	87,060
Emerging Market Equity Fixed Income Pool	27,256	18,680
Emerging Market Equity Pool	58,860	33,812
High Yield Bond Pool	20,348	14,642
Non-U.S. Developed Equity Pool	113,507	88,722
U.S. Small Cap Pool	148,442	119,029
U.S. Mid Cap Pool	107,664	71,795
U.S. Large Cap Pool	821,765	774,172
Total Commingled Investment Group Trust		
Master Trust Investment Accounts	1,382,772	1,207,912
Open Brokerage Window	53,445	40,297
SSGA FDS Money Market Fund	559	552
International Paper Company common stock	20	21
Participant loans	113,449	103,445
At contract value:		
Stable Value Fund Master Trust Investment Account	1,417,613	1,398,141
Total Master Trust net assets	$ 4,203,126	$ 3,940,503
Plan interest in the Master Trust	$ 982,765	$ 881,912
Plan interest in the Master Trust as a percentage of total	23%	22%

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The net investment income of the Master Trust for the years ended December 31, 2004 and 2003 is summarized below (in thousands):

	2004	2003
Master Trust investment income:		
Net appreciation (depreciation) of investments at fair value:		
Company Stock Fund Master Trust Investment Account	$ (13,181)	$ 175,739
RIC Master Trust Investment Account:		
Conservative Smartmix Fund	3,127	3,751
Moderate Smartmix Fund	27,119	42,074
Aggressive Smartmix Fund	13,243	16,133
Commingled Investment Group Trust		
Master Trust Investment Accounts:		
U.S. Fixed Income Bond Pool	3,906	5,006
Emerging Market Equity Fixed Income Pool	2,384	2,739
Emerging Market Equity Pool	7,917	6,699
High Yield Bond Pool	1,226	1,894
Non-U.S. Developed Equity Pool	16,534	22,834
U.S. Small Cap Pool	20,861	28,635
U.S. Mid Cap Pool	13,864	15,129
U.S. Large Cap Pool	78,476	184,964
Open Brokerage Window	3,697	9,847
Net appreciation (depreciation) of investments at contract value:		
Stable Value Fund Master Trust Investment Account	(3,660)	69,900
Nevamar Income		(969)
Total net appreciation	175,513	584,375
Interest and Dividends:		
Company Stock Fund Master Trust Investment Account	19,149	20,867
RIC Master Trust Investment Account:		
Conservative Smartmix Fund		