

SULLIVAN LOUIS W  
 Form 4  
 February 04, 2003

FORM 4

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION  
 Washington, DC 20549

STATEMENT OF CHANGES IN  
 BENEFICIAL OWNERSHIP

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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[ ] Check this box if  
 no longer  
 subject to  
 Section 16. Form  
 4 or  
 Form 5  
 obligations may  
 continue.  
 See Instruction  
 1(b).

(Print or Type Responses)

|  |         |          |  |   |                                |   |  |   |  |
|--|---------|----------|--|---|--------------------------------|---|--|---|--|
| 1. Name and Address of Reporting Person*                 |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                               |   |                                | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |   |  |
| Sullivan, Louis W.                                       |         |          | GEORGIA-PACIFIC CORPORATION<br>(GP)  |   |                                | <input checked="" type="checkbox"/> Director or Owner<br><input type="checkbox"/> Officer (specify title below)<br><input type="checkbox"/> Other (specify title below) |  |   |  |
| (Last)   | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)    | 4. Statement for Month/Day/Year           |                                | 7. Individual or Joint/Group Filing (Check Applicable Line)   |  |   |  |
| Morehouse School of Medicine<br>720 Westview Drive, S.W. |         |          |  | 1/31/2003                                 |                                |   |  |   |  |
| (Street)   |         |          | 5. If Amendment, Date of Original (Month/Day/Year)                               |   |                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                         |  |   |  |
| Atlanta, GA 30310-1495                                   |         |          |  |   |                                |   |  |   |  |
| (City)   | (State) | (Zip)    | Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                                |   |  |   |  |
| 1. Title of Security (Instr. 3)                          |         |          | 2. Transaction Date (Month/  | 2A. Deemed Execution Date, if any (Month/ | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   | 5. Acquisition or Disposition Date (Month/ | 6. Ownership Form (A) or (D) (Instr. 3) | 7. Nature of Indirect Beneficial Ownership |
|  |         |          | (Day)  | (Day)                                     |                                | Amount (A) or Price (D)   | (Day)                                      |   |  |

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|                              | Day/<br>Year) | Day/<br>Year) | (D)        | Transaction(s)<br>(Instr. 4)<br>(Instr. 3<br>and<br>4) | (Instr. 4) |
|------------------------------|---------------|---------------|------------|--|------------|
| Georgia-Pacific Common Stock |               |               | 12,531.169 | D  |            |
|                              |               |               |            |  |            |
|                              |               |               |            |  |            |
|                              |               |               |            |  |            |
|                              |               |               |            |  |            |
|                              |               |               |            |  |            |
|                              |               |               |            |  |            |
|                              |               |               |            |  |            |

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 4(b)(v).

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| FORM 4 (continued)                             |  | 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. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|  |  |   |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| GEORGIA-PACIFIC OUTSIDE DIRECTORS STOCK OPTION | \$15.220   | 01/31/03  |  | A                              |   | 8,200.000  |     | 01/31/04 (1)   | 01/31/13        | Georgia-Pacific Common Stock                                  | 8,200.00                   |

|   |          |  |  |  |  |  |                 |          |                                 |         |
|---|----------|--|--|--|--|--|-----------------|----------|---------------------------------|---------|
| PLAN  |          |  |  |  |  |  |                 |          |                                 |         |
| GEORGIA-PACIFIC<br>OUTSIDE<br>DIRECTORS<br>STOCK OPTION<br>PLAN | \$24.800 |  |  |  |  |  | 02/01/03<br>(2) | 02/01/12 | Georgia-Pacific<br>Common Stock | 4,000.0 |
|   |          |  |  |  |  |  |                 |          |                                 |         |
|   |          |  |  |  |  |  |                 |          |                                 |         |
|   |          |  |  |  |  |  |                 |          |                                 |         |
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|   |          |  |  |  |  |  |                 |          |                                 |         |
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|   |          |  |  |  |  |  |                 |          |                                 |         |

Explanation of Responses:

See continuation page(s) for footnotes

|  |   |                         |
|--|---|-------------------------|
| ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. | <u>/s/ Joanna B. Apolinsky</u>                        | <u>February 4, 2003</u> |
| See  | **Signature of Reporting Person                       | Date                    |
| 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  | By: Joanna B. Apolinsky<br>as <u>Attorney-in-Fact</u> |                         |
|  | For: Louis W. Sullivan                                |                         |

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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|   |   |                   |
|---|---|-------------------|
| <b>Louis W. Sullivan</b><br><b>Morehouse School of Medicine</b><br><b>720 Westview Drive, S.W.</b><br><b>Atlanta, GA 30310-1495</b> | Georgia-Pacific Corporation<br>(GP)<br>January 31, 2003 | Page 3 of 3 pages |
|---|---|-------------------|

- (1) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning January 31, 2004, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 31, 2013.

- (2) Under the terms of the Georgia-Pacific Corporation Outside Directors Stock Option Plan, granted options vest in three annual installments beginning February 1, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to February 1, 2012.