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INTERNATIONAL PAPER CO /NEW/

Form 8-K

April 02, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): March 30, 2004

International Paper Company  
(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation)	1-3157 (Commission File Number)	13-0872805 (IRS Employer Identification No.)
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400 Atlantic Street Stamford, Connecticut (Address of principal executive offices)	06921 (Zip Code)
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(203) 541-8000  
(Registrant's telephone number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Required FD Disclosure

On March 30, 2004, International Paper Company, a New York corporation (the "Registrant"), entered into a 5-Year Credit Agreement, dated as of March 30, 2004, between the Registrant, the lenders party thereto, Bank of America, N.A., as Syndication Agent, BNP Paribas, Citibank, N.A. and Deutsche Bank Securities Inc., as Co-Documentation Agents, J.P. Morgan Securities Inc. and Banc of America Securities LLC, as Lead Arrangers and Joint Bookrunners, and JPMorgan Chase Bank, as Administrative Agent (the "5-Year Credit Agreement"), with an aggregate principal amount of \$1.25 billion. A copy of the 5-Year Credit Agreement is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

In connection with entering into the 5-Year Credit Agreement, the

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aggregate commitments under the 3-Year Credit Agreement, dated as of March 6, 2003, between the Registrant, the lenders party thereto, Citibank, N.A., as Syndication Agent, Bank of America, N.A., BNP Paribas and Deutsche Bank Securities Inc., as Documentation Agents, J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as Joint Lead Arrangers and Joint Bookrunners, and JPMorgan Chase Bank, as Administrative Agent, were reduced from \$1.5 billion to \$750 million.

Item 7. Financial Statements, Financial Information and Exhibits

(c) Exhibits

10.1 5-Year Credit Agreement, dated as of March 30, 2004, between International Paper Company, the lenders party thereto, Bank of America, N.A., as Syndication Agent, BNP Paribas, Citibank, N.A. and Deutsche Bank Securities Inc., as Co-Documentation Agents, J.P. Morgan Securities Inc. and Banc of America Securities LLC, as Lead Arrangers and Joint Bookrunners, and JPMorgan Chase Bank, as Administrative Agent.

SIGNATURE

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

By: /s/ Andrea L. Dulberg

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Name: Andrea L. Dulberg  
Title: Assistant Secretary

Date: April 2, 2004

EXHIBIT INDEX

Exhibit Number -----	Exhibit Name -----
10.1	5-Year Credit Agreement, dated as of March 30, 2004, between International Paper Company, the lenders party thereto, Bank of

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America, N.A., as Syndication Agent, BNP Paribas, Citibank, N.A. and Deutsche Bank Securities Inc., as Co-Documentation Agents, J.P. Morgan Securities Inc. and Banc of America Securities LLC, as Lead Arrangers and Joint Bookrunners, and JPMorgan Chase Bank, as Administrative Agent.