

INTERNATIONAL PAPER CO /NEW/  
Form FWP  
August 03, 2009  
Free Writing Prospectus

Filed Pursuant to Rule 433

(To the Preliminary Prospectus

Registration Statement No. 333-157573

Supplement dated August 3, 2009)

\$1,000,000,000 of 7.500% Notes Due 2021

FINAL TERM SHEET

August 3, 2009

|                               |   |
|-------------------------------|---|
| Issuer:                       | International Paper Company   |
| Security:                     | 7.500% Notes due 2021   |
| Principal Amount:             | \$1,000,000,000   |
| Trade Date:                   | August 3, 2009  |
| Settlement Date:              | August 10, 2009 (T+5)   |
| Final Maturity:               | August 15, 2021   |
| Interest Rate:                | 7.500% per annum  |
| Public Offering Price:        | 99.920%   |
| Yield to Maturity:            | 7.510%  |
| Benchmark Treasury:           | 3.125% UST due May 15, 2019   |
| Benchmark Treasury Price:     | 95-26+  |
| Benchmark Treasury Yield:     | 3.635%  |
| Spread to Benchmark Treasury: | +387.5 bps  |
| Interest Payment Dates:       | Semi-annually in arrears on February 15 and August 15, commencing February 15, 2010   |
| Optional Redemption:          | Greater of par and make whole at Treasury plus 50 basis points, plus accrued and unpaid interest to the date of redemption  |
| Authorized Denominations:     | \$2,000 and integral multiples of \$1,000 in excess thereof   |
| CUSIP/ISIN:                   | 460146 CE1/US460146CE11   |
| Book-Running Managers:        | Banc of America Securities LLC<br>J.P. Morgan Securities Inc.<br>BNP Paribas Securities Corp.<br>UBS Securities LLC   |
| Co-Managers:                  | BBVA Securities Inc.<br>Calyon Securities (USA) Inc.<br>Commerzbank Capital Markets Corp.<br>Daiwa Securities America Inc.<br>Mitsubishi UFJ Securities (USA), Inc.<br>Mizuho Securities USA Inc.<br>Morgan Keegan & Company, Inc.<br>Scotia Capital (USA) Inc.<br>SG Americas Securities, LLC<br>Wells Fargo Securities, LLC |
| Global Settlement:            | Through The Depository Trust Company, including Euroclear or Clearstream Luxembourg, as participants  |
| Net Proceeds:                 | We estimate that the net proceeds, after deducting underwriters discounts and commissions and other estimated offering expenses payable by us, from sale of the notes offered hereby will be approximately \$991.6 million.   |

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the Preliminary Prospectus Supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the Preliminary Prospectus Supplement if you request it by calling any of the Book-Running Managers at the numbers below:**

**Banc of America Securities LLC**  
**J.P. Morgan Securities Inc.**  
**BNP Paribas Securities Corp.**  
**UBS Securities LLC**

**800-294-1322 (toll free)**  
**212-834-4533 (call collect)**  
**800-854-5674 (toll free)**  
**877-827-6444, ext. 561-3884 (toll free)**

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