

HUFF DANNY 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 and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Huff, Danny W.			GEORGIA-PACIFIC CORPORATION (GP)		<input type="checkbox"/> Director or Owner <input checked="" type="checkbox"/> Officer (specify (give below) title below) Executive Vice President - Finance & CFO	
(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)	
133 Peachtree Street, N.E.				1/31/03		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Atlanta, Georgia 30303						
(City)	(State)	(Zip)	Table I --Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	4. Security or Disposed of (Instr. 3, 4 and 5)	5. An Owner of Securities Beneficially Owned or Controlled	7. Nature of Indirect Beneficial Ownership

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	(Month/Day/Year)	(Month/Day/Year)	Code	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Georgia-Pacific Common Stock						2,654.000 (1)	D	
Georgia-Pacific Common Stock						4,205.361	I	through G-P 401(k) (2)

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).

Page 1 of 3 pages

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over) SEC 1474 (9-02)

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
EMPLOYEE STOCK OPTION (right to buy GP) -- 1997 SVIP	\$26.420							(3)	02/02/07	Georgia-Pacific Common Stock	15,600

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EMPLOYEE STOCK OPTION (right to buy GP) -- 1998 LTIP	\$28.205						(4)	01/28/08	Georgia-Pacific Common Stock	13,60
EMPLOYEE STOCK OPTION (right to buy GP) -- 1999 LTIP	\$32.170						(5)	01/27/09	Georgia-Pacific Common Stock	10,80
EMPLOYEE STOCK OPTION (right to buy GP) -- 2000 LTIP	\$41.590						(6)	01/20/10	Georgia-Pacific Common Stock	27,60
EMPLOYEE STOCK OPTION (right to buy GP) -- 2001 LTIP	\$29.470						(7)	01/28/11	Georgia-Pacific Common Stock	57,40
EMPLOYEE STOCK OPTION (right to buy GP) -- 2002 LTIP	\$24.440						01/31/03 (8)	01/30/12	Georgia-Pacific Common Stock	120,00
STOCK APPRECIATION RIGHT - 2003	\$15.220	01/31/03		A	592,750.000		01/31/04	01/30/13	Georgia-Pacific Common Stock	157,95

Explanation of Responses:

See continuation page(s) for footnotes.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

/s/ Danny W. Huff

**Signature of Reporting Person

DANNY W. HUFF

February 4, 2003

Date

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Danny W. Huff
133 Peachtree Street, NE
Atlanta, Georgia 30303

Georgia-Pacific Corporation
(GP)
January 31, 2003

Page 3 of 3 pages

- (1) Includes award of shares pursuant to performance rights granted under the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan.
- (2) Through the Georgia-Pacific Corporation Salaried 401(k) Plan. Information is as of January 31, 2003.
- (3) Under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, these options vested effective 02/03/00.
- (4) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 1999, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2008.
- (5) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 28, 2000, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 27, 2009.
- (6) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 21, 2001, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 20, 2010.
- (7) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 29, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 28, 2011.
- (8) Under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, granted options vest in three annual installments beginning January 31, 2003, and may be exercised (to the extent vested) beginning on such vesting date and continuing to January 30, 2012.