BARNARD PATRICIA A
Form 4
December 28, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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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 *
BARNARD PATRICIA A

(Last) (First) (Middle)

133 PEACHTREE STREET, N.E.

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GEORGIA PACIFIC CORP [GP]

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Georgia-Pacific Common Stock	12/23/2005		D		864	D	$ 48 (1)	0	D	
Georgia-Pacific Common Stock								0	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 a Underlyi (Instr. 3 a
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (right to buy GP) - 1997 SVIP	$ 26.42	12/23/2005		D			2,800	(2)	02/02/2007	Georgi Comm
EMPLOYEE STOCK OPTION (right to buy GP) - 1998 LTIP	$ 28.205	12/23/2005		D			6,996	(3)	01/28/2008	Georgi Comm
EMPLOYEE STOCK OPTION (right to buy GP) - 1999 LTIP	$ 32.17	12/23/2005		D			10,400	(4)	01/27/2009	Georgi Comm
EMPLOYEE STOCK OPTION (right to buy GP) - 2000 LTIP	$ 41.59	12/23/2005		D			12,800	(5)	01/20/2010	Georgi Comm
EMPLOYEE STOCK OPTION (right to buy GP) 2001 LTIP	$ 29.47	12/23/2005		D			32,050	(6)	01/28/2011	Georgi Comm
EMPLOYEE STOCK OPTION (right to buy) - 2002 LTIP	$ 24.44	12/23/2005		D			14,586	(7)	01/30/2012	Georgi Comm
STOCK APPRECIATION RIGHT (for cash) - 2003	$ 15.22	12/23/2005		D			29,502	(8)	01/30/2013	Georgi Comm
STOCK APPRECIATION RIGHT (for stock) - 2004	$ 28.1	12/23/2005		D			38,300	(9)	01/31/2014	Georgi Comm
	$ 33.55	12/23/2005		D			27,890	02/02/2006(10)	02/01/2015	

STOCK APPRECIATION RIGHT (for stock) - 2005

Georgi
Comm

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNARD PATRICIA A 133 PEACHTREE STREET, N.E. ATLANTA, GA 30303			EVP - Human Resources	

Signatures

By: Keith L. Belknap, Attorney-in-Fact For: PATRICIA A. BARNARD	12/28/2005
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents restricted stock that vested in connection with that certain merger agreement, dated as of November 13, 2005, between Koch Industries, Inc., Koch Forest Products, Inc. and Georgia-Pacific Corporation (the "Merger Agreement"). Such shares were disposed of for a cash payment of $48 per share, pursuant to the Merger Agreement.

(2) This option, under the terms of the Georgia-Pacific Corporation 1995 Shareholder Value Incentive Plan, which began vesting on February 3, 2000, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(3) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 29, 1999, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(4) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 28, 2000, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(5) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 21, 2001, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(6) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 29, 2002, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(7) This option, under the terms of the Georgia-Pacific Corporation/Georgia-Pacific Group 1997 Long Term Incentive Plan, which provided for vesting in three annual installments beginning January 31, 2003, was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(8) This Stock Appreciation Right (SAR) for cash was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the SAR and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(9) This Stock Appreciation Right (SAR) for stock was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the SAR and the tender offer price of $48 per share, as set forth in the Merger Agreement.

(10) This Stock Appreciation Right (SAR) for stock was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the SAR and the tender offer price of $48 per share, as set forth in the Merger Agreement.

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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