

KELLEY JAMES F  
Form 4  
December 28, 2005

**FORM 4**

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

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

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KELLEY JAMES F

(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 and General Counsel

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<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|---|---|--------------------------------------|--|--|---|---|
| Georgia-Pacific<br>Common Stock    | 12/23/2005                              |   | D                                    | 1,872  | D  |   |   |
| Georgia-Pacific<br>Common Stock    |   |   |                                      |  | 0.0001   | I   | through<br>G-P<br>S&CGP   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3)       | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Underlying Security<br>(Instr. 3 and 4) |
|---|--|---|---|-----------------------------------|--|---|-----------------|--|
|   |  |   |   | Code                              | V (A) (D)  | Date Exercisable  | Expiration Date | Title  |
| EMPLOYEE STOCK OPTION (right to buy GP) - 1997 SVIP | \$ 26.42   | 12/23/2005                              |   | D                                 | 33,000   | <u>(2)</u>  | 02/02/2007      | Georgia Commercial                                   |
| EMPLOYEE STOCK OPTION (right to buy GP) - 1998 LTIP | \$ 28.21   | 12/23/2005                              |   | D                                 | 19,932   | <u>(3)</u>  | 01/28/2008      | Georgia Commercial                                   |
| EMPLOYEE STOCK OPTION (right to buy GP) - 1999 LTIP | \$ 32.17   | 12/23/2005                              |   | D                                 | 23,800   | <u>(4)</u>  | 01/27/2009      | Georgia Commercial                                   |
| EMPLOYEE STOCK OPTION (right to buy GP) - 2000 LTIP | \$ 41.59   | 12/23/2005                              |   | D                                 | 22,500   | <u>(5)</u>  | 01/20/2010      | Georgia Commercial                                   |
| EMPLOYEE STOCK OPTION (right to buy GP) - 2001 LTIP | \$ 29.47   | 12/23/2005                              |   | D                                 | 45,150   | <u>(6)</u>  | 01/28/2011      | Georgia Commercial                                   |
| EMPLOYEE STOCK OPTION (right to buy) - 2002 LTIP    | \$ 24.44   | 12/23/2005                              |   | D                                 | 61,650   | <u>(7)</u>  | 01/30/2012      | Georgia Commercial                                   |
| STOCK APPRECIATION RIGHT (for cash) - 2003          | \$ 15.22   | 12/23/2005                              |   | D                                 | 94,650   | <u>(8)</u>  | 01/30/2013      | Georgia Commercial                                   |
| STOCK APPRECIATION RIGHT (for stock) - 2004         | \$ 28.1  | 12/23/2005                              |   | D                                 | 53,350   | <u>(9)</u>  | 01/31/2014      | Georgia Commercial                                   |
|   | \$ 33.55   | 12/23/2005                              |   | D                                 | 46,510   | 02/02/2006 <sup>(10)</sup>                                  | 02/01/2015      |  |

STOCK  
APPRECIATION  
RIGHT (for stock)  
- 2005

Georgia  
Comm

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| KELLEY JAMES F<br>133 PEACHTREE STREET, N.E.<br>ATLANTA, GA 30303 | EVP and General Counsel                   |

## Signatures

By: Keith L. Belknap, Attorney-in-Fact For: JAMES F.  
KELLEY

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.

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- (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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