

HUFF DANNY W
Form 4
December 28, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUFF DANNY W

(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
 Officer (give title below) _____ Other (specify below)
EVP - Finance and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Georgia-Pacific Common Stock	12/23/2005		D	V Amount 864 (D) Price \$ 48 (1)	0	D	
Georgia-Pacific Common Stock					0.0001	I	through G-P S&CGP

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

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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 (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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (right to buy GP) - 1997 SVIP	\$ 26.42	12/23/2005		D	15,600	<u>(2)</u>	02/02/2007	Georg Comm
EMPLOYEE STOCK OPTION (right to buy GP) - 1998 LTIP	\$ 28.205	12/23/2005		D	13,600	<u>(3)</u>	01/28/2008	Georg Comm
EMPLOYEE STOCK OPTION (right to buy GP) - 1999 LTIP	\$ 32.17	12/23/2005		D	10,800	<u>(4)</u>	01/27/2009	Georg Comm
EMPLOYEE STOCK OPTION (right to buy GP) - 2000 LTIP	\$ 41.59	12/23/2005		D	27,600	<u>(5)</u>	01/20/2010	Georg Comm
EMPLOYEE STOCK OPTION (right to buy GP) 2001 LTIP	\$ 29.47	12/23/2005		D	57,400	<u>(6)</u>	01/28/2011	Georg Comm
EMPLOYEE STOCK OPTION (right to buy) - 2002 LTIP	\$ 24.44	12/23/2005		D	120,000	<u>(7)</u>	01/30/2012	Georg Comm
STOCK APPRECIATION RIGHT (for cash) - 2003	\$ 15.22	12/23/2005		D	105,300	<u>(8)</u>	01/30/2013	Georg Comm
STOCK APPRECIATION RIGHT (for stock) - 2004	\$ 28.1	12/23/2005		D	67,600	<u>(9)</u>	01/31/2014	Georg Comm
STOCK APPRECIATION RIGHT (for stock)	\$ 33.55	12/23/2005		D	56,360	02/02/2006 ⁽¹⁰⁾	02/01/2015	Georg Comm

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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. 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 number.