

SULLIVAN LOUIS W  
Form 4  
December 23, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SULLIVAN LOUIS W

(Last) (First) (Middle)

133 PEACHTREE STREET, NE

(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)  
12/20/2005

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)

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 Ownership (Instr. 4)
Georgia-Pacific Common Stock	12/20/2005		U	V	Amount \$ 48 15,296	D	

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

**Persons who 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.**

SEC 1474 (9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN LOUIS W 133 PEACHTREE STREET, NE ATLANTA, GA 30303			X	

## Signatures

/s/ Keith L. Belknap, Attorney-in-Fact For: LOUIS W. SULLIVAN

12/22/2005

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).

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.

GOODWOOD INC.

By:  
/s/ Peter H. Puccetti

Name:  
Peter H. Puccetti

Title:  
Authorized Person

1354037 ONTARIO INC.

By:  
/s/ J. Cameron MacDonald

Name:  
J. Cameron MacDonald

Title:  
Authorized Person

GOODWOOD FUND

By:  
/s/ Peter H. Puccetti

Name:  
Peter H. Puccetti

Title:  
Authorized Person

ARROW GOODWOOD FUND

By:  
/s/ Peter H. Puccetti

Name:  
Peter H. Puccetti

Title:  
Authorized Person

GOODWOOD CAPITAL FUND

By:  
/s/ Peter H. Puccetti

Name:  
Peter H. Puccetti

Title:  
Authorized Person

THE GOODWOOD FUND 2.0 LTD.

By:  
/s/ Peter H. Puccetti

Name:  
Peter H. Puccetti

Title:  
Authorized Person

Explanation of Responses:



KBSH GOODWOOD CANADIAN LONG/SHORT FUND

By: /s/ Peter H. Puccetti  
Name: Peter H. Puccetti  
Title: Authorized Person

MSS EQUITY HEDGE 15

By: /s/ Peter H. Puccetti  
Name: Peter H. Puccetti  
Title: Authorized Person

PETER H. PUC CETTI

/s/ Peter H. Puccetti

J. CAMERON MACDONALD

/s/ J. Cameron MacDonald

628088 BC LTD.

By: /s/ J. Cameron MacDonald  
Name: J. Cameron MacDonald  
Title: Authorized Person

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**EXHIBIT A**

**AGREEMENT  
JOINT FILING OF SCHEDULE 13G**

The undersigned hereby agree jointly to prepare and file with regulatory authorities a Schedule 13G and any amendments thereto reporting each of the undersigned's ownership of securities of The Great Atlantic and Pacific Tea Company, Inc., and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

Dated: February 13, 2007

GOODWOOD INC.

By: /s/ Peter H. Puccetti  
Name: Peter H. Puccetti  
Title: Authorized Person

1354037 ONTARIO INC.

By: /s/ J. Cameron MacDonald  
Name: J. Cameron MacDonald  
Title: Authorized Person

GOODWOOD FUND

By: /s/ Peter H. Puccetti  
Name: Peter H. Puccetti  
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ARROW GOODWOOD FUND

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MSS EQUITY HEDGE 15

By: /s/ Peter H. Puccetti  
Name: Peter H. Puccetti  
Title: Authorized Person

PETER H. PUC CETTI

/s/ Peter H. Puccetti

J. CAMERON MACDONALD

/s/ J. Cameron MacDonald

628088 BC LTD.

By: /s/ J. Cameron MacDonald  
Name: J. Cameron MacDonald  
Title: Authorized Person