

DOCUMENT TYPE SC 13G/A  
TEXT

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Amendment # 3

Name of Issuer: GEORGIA-PACIFIC GROUP

---

Title of Class  
of Securities: Common Stock

CUSIP Number: 373298108

1) NAME AND I.R.S. IDENTIFICATION NO. OF REPORTING PERSON

Prudential Financial, Inc. 22-3703799

2.) MEMBER OF A GROUP: (a) N/A  
(b) N/A

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH:

5) Sole Voting Power: Not Applicable  
6) Shared Voting Power: Not Applicable  
7) Sole Dispositive Power: Not Applicable  
8) Shared Dispositive Power: Not Applicable

9) AGGREGATE AMOUNT BENEFICIALLY OWNED:  
Not Applicable

10) AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES: Not Applicable

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
Not Applicable

12) TYPE OF REPORTING PERSON: HC

ITEM 1(a). NAME OF ISSUER:

GEORGIA-PACIFIC GROUP

ITEM 1(b). ADDRESS OF ISSUER'S EXECUTIVE OFFICES:

GEORGIA-PACIFIC GROUP 133 Peachtree Street NE Atlanta, GA 30303

ITEM 2(a). NAME OF PERSON FILING:

Prudential Financial, Inc.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

751 Broad Street  
Newark, New Jersey 07102-3777

ITEM 2(c). CITIZENSHIP:

New Jersey

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

373298108

ITEM 3. The Person filing this statement is a Parent Holding Company as defined in Section 240.13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934.

ITEM 4. OWNERSHIP:

(a) Number of Shares  
Beneficially Owned: Not Applicable

(b) Percent of Class:

| (c) Powers                                       | No. Of Shares  |
|--------------------------------------------------|----------------|
| -----                                            | -----          |
| Sole power to vote or to direct the vote         | Not Applicable |
| Shared power to vote or to direct the vote       | Not Applicable |
| Sole power to dispose or to direct disposition   | Not Applicable |
| Shared power to dispose or to direct disposition | Not Applicable |

ITEM 5. OWNERSHIP OF 5% OR LESS OF A CLASS:

Prudential Financial, Inc. through its beneficial ownership of the Item 7 listed entities has ceased to be deemed the beneficial owner of more than 5% of the outstanding Common Stock of this issuer.

ITEM 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE ULTIMATE PARENT COMPANY:

See Exhibit A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below, Prudential Financial, Inc. certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Prudential Financial, Inc. certifies that the information set forth in this statement is true, complete and correct.

PRUDENTIAL FINANCIAL, INC.

By: Ellen McGlynn Koke  
Vice President

Date: 02/13/2002  
As of: 12/31/2001

Exhibit A  
-----

ITEM 6. OWNERSHIP:

Prior filings with respect to this issuer were made by the Prudential Insurance Company of America.

ITEM 7. IDENTIFICATION/CLASSIFICATION:

Prudential Financial, Inc. is a Parent Holding Company and the direct or indirect parent of the following Registered Investment Advisers and Broker Dealers:

|                                                    |       |
|----------------------------------------------------|-------|
| The Prudential Insurance Company of America        | IC,IA |
| Prudential Investment Management, Inc.             | IA    |
| Jennison Associates LLC                            | IA    |
| Prudential Securities Incorporated                 | IA,BD |
| The Prudential Asset Management Company, Inc.      | IA    |
| Enhanced Investment Technologies, Inc.             | IA    |
| Prudential Investments LLC                         | IA    |
| Prudential Home Building Investment Advisers, L.P. | IA,PN |
| Prudential Private Placement Investors, L.P.       | IA,PN |
| Prudential Equity Investors, Inc.                  | IA    |
| PRUCO Securities Corporation                       | IA,BD |
| Wexford Clearing Services Corporation              | IA,BD |
| The Prudential Savings Bank, F.S.B.                | IA,SA |
| Hochman & Baker Investment Advisory Services, Inc. | IA    |
| GRA (Bermuda) Limited                              | IA    |
| Prudential Asset Management Japan                  | IA    |
| PRICOA Property Investment Management Limited      | IA    |
| Prudential Investment Management Services LLC      | BD    |
| Hochman & Baker Securities, Inc.                   | BD    |