

SCHEDULE 14A  
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO.    )

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ [ ]

Check the appropriate box:

- |  |   |
|--|---|
| <input type="checkbox"/> [ ] Preliminary Proxy Statement                                   | <input type="checkbox"/> [ ] Confidential, for Use of the Commission<br>Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> [X] Definitive Proxy Statement                         |   |
| <input type="checkbox"/> [ ] Definitive Additional Materials                               |   |
| <input type="checkbox"/> [ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12 |   |

SONOCO PRODUCTS COMPANY

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required.

☐ [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

☐ [ ] Fee paid previously with preliminary materials:

☐ [ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

(SONOCO LOGO)

SONOCO PRODUCTS COMPANY

NORTH SECOND STREET  
HARTSVILLE, SOUTH CAROLINA 29550 USA

March 15, 2002

TO OUR SHAREHOLDERS:

You are cordially invited to attend our Annual Shareholders' Meeting to be held at the Center Theater, 212 North Fifth Street, Hartsville, South Carolina, on Wednesday, April 17, 2002, at 11:00 A.M.

We have enclosed a Notice of Annual Meeting of Shareholders and Proxy Statement that cover the details of matters to be presented at the meeting.

In addition to acting on the matters listed in the Notice of Annual Meeting of Shareholders, we will discuss the Company's progress, and you will be given an opportunity to ask questions of general interest to all shareholders.

We have also enclosed a copy of the 2001 Annual Report, which reviews the Company's past year's events and discusses strategy and the outlook for the future (or, if you have previously consented in writing, we have delivered a single copy of the Annual Report for all shareholders at your address).

We hope that you will come to the Annual Meeting in person; but even if you plan to come, we strongly encourage you to complete the enclosed proxy appointment and return it to us in the enclosed business reply envelope. Or, you can vote by telephone or via the Internet. Instructions are shown on your proxy card. If you are a shareholder of record and later find you can be present or if for any reason you desire to revoke your proxy, you can do so at any time before the voting. Your vote is important and will be greatly appreciated.

/s/ Charles W. Coker  
Charles W. Coker  
Chairman

/s/ Harris E. DeLoach, Jr.  
Harris E. DeLoach, Jr.  
President & Chief Executive  
Officer

SONOCO PRODUCTS COMPANY  
NORTH SECOND STREET  
HARTSVILLE, SOUTH CAROLINA 29550 USA  
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME..... 11:00 A.M. on Wednesday, April 17, 2002.

PLACE..... The Center Theater, 212 North Fifth Street, Hartsville,  
South Carolina.

PURPOSES..... (1) To elect seven members of the Board of Directors, five  
to serve for the next three years, one for the next two  
years and one for the next year.  
(2) To approve the selection of independent accountants.  
(3) To transact any other business that properly comes  
before the meeting or any adjournment of the meeting.

RECORD DATE..... You can vote if you were a shareholder of record at the  
close of business February 22, 2002.

ANNUAL REPORT..... We have enclosed a copy of the 2001 Annual Report (or, if  
you have previously consented in writing, we have delivered  
a single copy of the Annual Report for all shareholders at  
your address). The Annual Report is not part of the proxy  
soliciting material.

PROXY VOTING..... It is important that your shares be represented and voted at  
the meeting. Please vote in one of these three ways:  
(1) USE THE TOLL-FREE TELEPHONE NUMBER shown on your proxy  
card if you live in the United States or call the toll  
telephone number shown on your proxy card COLLECT if you  
live outside the United States;  
(2) VISIT THE WEB SITE shown on your proxy card and vote via  
the Internet; OR  
(3) MARK, SIGN, DATE AND PROMPTLY RETURN the enclosed proxy  
card in the postage-paid envelope.  
Any proxy may be revoked at any time prior to its exercise  
at the Annual Meeting.

By order of the Board of Directors,

Charles J. Hupfer  
Secretary

March 15, 2002

SONOCO PRODUCTS COMPANY

NORTH SECOND STREET  
HARTSVILLE, SOUTH CAROLINA 29550 USA

PROXY STATEMENT

GENERAL INFORMATION

INFORMATION CONCERNING THE SOLICITATION

We are sending you these proxy materials in connection with the solicitation by the Board of Directors of Sonoco Products Company of proxies to be used at the Annual Meeting of Shareholders ("Annual Meeting") to be held on April 17, 2002, and at any adjournment or postponement of the meeting. "We", "our", "us", "Sonoco", and "the Company" all refer to Sonoco Products Company. The proxy materials are first being mailed on or about March 15, 2002.

WHO MAY VOTE

You will only be entitled to vote at the Annual Meeting if our records show that you held your shares on February 22, 2002. At the close of business on February 22, 2002, a total of 95,630,835 shares of Common Stock were outstanding and entitled to vote. Each share of Common Stock has one vote.

VOTING BY PROXIES

If your shares are held by a broker, bank or other nominee, they will send you instructions that you must follow to have your shares voted at the Annual Meeting. If you hold your shares in your own name as a record holder, you may instruct the proxy agents how to vote your shares by completing, signing, dating and mailing the proxy card in the enclosed postage-paid envelope; by dialing the toll-free or collect telephone numbers shown on your proxy card; or by accessing the Internet Web site shown on your proxy card. Of course, you can always come to the meeting and vote your shares in person.

The proxy agents will vote your shares as you instruct. If you sign and return your proxy card without giving instructions, the proxy agents will vote your shares FOR each person named in this Proxy Statement as a nominee for election to the Board of Directors and FOR approval of the selection of PricewaterhouseCoopers LLP as the Company's independent accountants for the fiscal year ending December 31, 2002. The proxy agents will vote according to their best judgment on any other matter that properly comes before the Annual Meeting. At present, the Board does not know of any other such matters.

#### HOW TO REVOKE YOUR PROXY

You may revoke your proxy at any time before it is voted. If you are a record shareholder, you may revoke your proxy in any of the following ways:

- by giving notice of revocation at the Annual Meeting;
- by delivering to the Secretary of the Company, North Second Street, Hartsville, South Carolina, 29550 USA, written instructions revoking your proxy; or
- by delivering to the Secretary an executed proxy bearing a later date.

Subsequent voting by telephone or via the Internet cancels your previous vote. If you are a shareholder of record, you may also attend the meeting and vote in person, in which case your proxy vote will not be used.

#### HOW VOTES WILL BE COUNTED

The Annual Meeting will be held if a majority of the outstanding shares of Common Stock entitled to vote (a "quorum") is represented at the meeting. If you have submitted valid proxy instructions or attend the meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters introduced. "Broker non-votes" also count in determining whether a quorum is present. A "broker non-vote" occurs when a broker, bank or nominee who holds shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial owner.

If a quorum is present at the Annual Meeting, directors will be elected by a plurality of the votes cast by shares present and entitled to vote at the Annual Meeting. Votes that are withheld or that are not voted in the election of directors will have no effect on the outcome of election of directors. Cumulative voting is not permitted.

Approval of the selection of PricewaterhouseCoopers LLP as independent accountants and approval of any other matter that may be brought before the meeting require that the votes cast in favor of the matter exceed the votes cast against the matter. Votes that are withheld or shares that are not voted will have no effect on the outcome of such matters.

#### COST OF THIS PROXY SOLICITATION

We will pay the cost of this proxy solicitation. In addition to soliciting proxies by mail, we expect that some of our officers and regular employees will solicit proxies by telephone, telefacsimile, e-mail or personal contact. None of these officers or employees will receive any additional or special compensation for doing this.

## ELECTION OF DIRECTORS

At our Annual Meeting, seven directors will be elected. Five will hold office for the next three years; one will hold office for the next two years, and one will hold office for the next year. Their terms will expire at our Annual Shareholders' Meetings in 2005, 2004 and 2003, respectively, or when their successors are duly elected and qualify. The proxy agents intend to vote FOR the election of the seven persons named below unless you withhold authority to vote for all or any of the nominees. The proxy agents will not vote for more persons than the number of nominees named. The Board of Directors recommends that you vote FOR each nominee for election.

## INFORMATION CONCERNING NOMINEES

NAME, AGE,  
PRINCIPAL  
OCCUPATION  
FOR LAST  
FIVE SERVED  
AS A YEARS  
AND  
DIRECTORSHIPS  
IN PUBLIC  
CORPORATIONS  
DIRECTOR  
SINCE -----  
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(PHOTO C. J.  
C. J.  
BRADSHAW  
(65). Mr.  
Bradshaw has  
been  
President  
and 1986  
BRADSHAW)  
Director of  
Bradshaw  
Investments,  
Inc.  
(private  
investments),  
Georgetown,  
South  
Carolina,  
since 1986.  
He was  
President  
and Chief  
Operating  
Officer of  
Transworld  
Corporation,  
New York,  
New York,  
from 1984 to  
1986 and  
Chairman of  
the Board  
and Chief  
Executive  
Officer of  
Spartan Food  
Systems,  
Inc.,  
Spartanburg,  
South  
Carolina,  
from 1961 to  
1986. (PHOTO  
R. J. BROWN)  
R. J. BROWN  
(67). Mr.  
Brown,  
Founder of  
B&C  
Associates,  
1993 Inc.  
(management  
consulting,  
marketing  
research and  
public  
relations  
firm), High  
Point, North  
Carolina,  
has been  
Chairman and  
Chief  
Executive  
Officer of

his company  
since 1973.

He is a  
director of  
Wachovia  
Corporation,  
Duke Energy  
Corporation  
and  
AutoNation,  
Inc. (PHOTO  
J. L. COKER)  
\*J. L. COKER

(61). Mr.  
Coker has  
been  
President of  
JLC 1969  
Enterprises  
(private  
investments),  
Stonington,  
Connecticut,  
since 1979.

He was  
Secretary of  
the Company  
from 1969 to  
1995 and was  
President of  
Sonoco  
Limited,  
Canada, from  
1972 to  
1979.

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\* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker.

NAME, AGE,  
PRINCIPAL  
OCCUPATION  
FOR LAST  
FIVE SERVED  
AS A YEARS  
AND  
DIRECTORSHIPS  
IN PUBLIC  
CORPORATIONS  
DIRECTOR  
SINCE -----  
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(PHOTO PAUL  
FULTON) PAUL  
FULTON (67).  
Mr. Fulton  
has been  
Chairman  
since 2000  
1989 and a  
director  
since 1997  
of Bassett  
Furniture  
Industries,  
Inc.,  
Bassett,  
Virginia. He  
was Chief  
Executive  
Officer of  
Bassett from  
1997 to  
2000. Mr.  
Fulton was  
Dean of The  
Kenan-  
Flagler  
Business  
School, The  
University  
of North  
Carolina,  
Chapel Hill,  
North  
Carolina,  
from 1994 to  
1997. He was  
President of  
Sara Lee  
Corporation  
(manufacturer  
and marketer  
of consumer  
products),  
Chicago,  
Illinois,  
from 1988  
through  
1993. Mr.  
Fulton is a  
director of  
Bank of  
America  
Corporation,  
Cato  
Corporation  
and Lowe's  
Companies,  
Inc. (PHOTO  
H. L.  
McCOLL, H.  
L. MCCOLL,  
JR. (66).  
Mr. McColl  
has been  
Chairman of  
1972 JR.)  
McColl  
Brothers  
Lockwood  
(private  
bankers),  
Charlotte,  
North  
Carolina,  
since his  
retirement  
from Bank of  
America in  
2001. He was



Chairman and  
Chief  
Executive  
Officer and  
a director  
of Bank of  
America  
Corporation  
and NB  
Holdings  
Corporation  
and was  
Chief  
Executive  
Officer of  
Bank of  
America,  
N.A.,  
Charlotte,  
North  
Carolina,  
from 1998 to  
2001. He was  
Chief  
Executive  
Officer of  
the former  
NationsBank  
Corporation  
and its  
predecessor,  
NCNB  
Corporation,  
from 1983 to  
1998. Mr.  
McColl is a  
director of  
Ruddick  
Corporation,  
Cousins  
Properties,  
Inc.,  
General  
Parts, Inc.  
and Sykes  
Enterprises,  
Inc. (PHOTO  
C. C. Fort)  
C. C. FORT  
(40). Mr.  
Fort has  
been Co-  
Chairman of  
The 2001  
Merit Group,  
Inc.  
(suppliers  
to the paint  
and  
wallcovering  
industry),  
Spartanburg,  
South  
Carolina,  
since 1998.  
He was a  
principal of  
Lancaster  
Distributing  
Company  
(suppliers  
to the paint  
and  
wallcovering  
industry),  
Spartanburg,  
South  
Carolina,  
from 1990 to  
1998.

NAME, AGE,  
 PRINCIPAL  
 OCCUPATION  
 FOR LAST  
 FIVE SERVED  
 AS A YEARS  
 AND  
 DIRECTORSHIPS  
 IN PUBLIC  
 CORPORATIONS  
 DIRECTOR  
 SINCE -----  
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(PHOTO E. H.  
 LAWTON, E.  
 H. LAWTON,  
 III (41).  
 Mr. Lawton  
 has been  
 President  
 and 2001  
 III)  
 Treasurer  
 since 2000  
 and a  
 director  
 since 1991  
 of  
 Hartsville  
 Oil Mill  
 (vegetable  
 oils  
 processor),  
 Darlington,  
 South  
 Carolina. He  
 was Vice  
 President of  
 Hartsville  
 Oil Mill  
 from 1991 to  
 2000.

All nominees previously have been elected to the Board of Directors by the Common Shareholders except Mr. C. C. Fort and Mr. E. H. Lawton, III.

Mr. E. H. Lawton, Jr., whose term would have expired at the 2004 Annual Meeting, reached mandatory retirement age and retired from the Board on July 12, 2001. Mr. Fort was elected by the Board on July 17, 2001, to fill the vacancy created by the retirement of Mr. Lawton, Jr. until this Annual Meeting.

Mr. C. D. Spangler, Jr., whose term would have expired at the Annual Shareholders' Meeting in 2003, resigned on December 18, 2000, for personal reasons. Mr. Lawton, III was elected by the Board on July 17, 2001, to fill the vacancy created by the resignation of Mr. Spangler until this Annual Meeting.

The Corporate Governance Committee of the Board of Directors recommends Mr. Fort and Mr. Lawton for election by the Common Shareholders.

The Board of Directors has fixed the number of directors of the Company at 15.

The Corporate Governance Committee recommends to the Board of Directors nominees to fill vacancies on the Board as they occur and recommends candidates for election as directors at Annual Meetings of Shareholders. If you wish to recommend nominees to the Corporate Governance Committee for election to the Board of Directors, you must submit in writing to the Corporate Governance Committee of the Company the names of the persons, their qualifications for service and evidence of their willingness to serve. Our Restated Articles of Incorporation require that nominations for any person who is not a director of the Company must be submitted to the Secretary at least 60 days prior to the Annual Meeting. No other nominations have been timely made for election at this Annual Meeting.

Members of the Board of Directors whose terms of office will continue until our Annual Shareholders' Meeting in 2003 are:

NAME, AGE,  
PRINCIPAL  
OCCUPATION  
FOR LAST FIVE  
SERVED AS A  
YEARS AND  
DIRECTORSHIPS  
IN PUBLIC  
CORPORATIONS  
DIRECTOR  
SINCE -----  
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- (PHOTO C.  
W. COKER) \*C.  
W. COKER  
(68). Mr.  
Coker has  
been Chairman  
of the 1962  
Company since  
1990. He also  
was Chief  
Executive  
Officer of  
the Company  
from 1990 to  
1998. Mr.  
Coker was  
President  
from 1970 to  
1990 and was  
reappointed  
President in  
1994, serving  
until 1996,  
while  
maintaining  
the title and  
responsibility  
of Chairman  
and Chief  
Executive  
Officer of  
the Company.  
Mr. Coker is  
a director of  
Bank of  
America  
Corporation;  
Progress  
Energy Inc.  
and its  
subsidiary  
companies,  
Carolina  
Power & Light  
Company and  
Florida  
Progress  
Corporation;  
and Sara Lee  
Corporation.  
(PHOTO H. E.  
H. E.  
DELOACH, JR.  
(57). Mr.  
DeLoach has  
been  
President  
1998 DeLOACH,  
JR.) and  
Chief  
Executive  
Officer of  
the Company  
since 2000.  
He was Chief  
Operating  
Officer from  
April 2000 to  
July 2000 and  
was Senior  
Executive  
Vice  
President  
from 1999 to  
2000,  
Executive  
Vice  
President

from 1996 to  
1999, Group  
Vice  
President  
from 1993 to  
1996, Vice  
President --  
Film,  
Plastics and  
Special  
Products from  
February 1993  
to October  
1993, Vice  
President --  
High Density  
Film Products  
Division from  
1990 to 1993,  
and Vice  
President --  
Administration  
and General  
Counsel from  
1986 to 1990.  
Mr. DeLoach  
is a director  
of Goodrich  
Corporation.  
(PHOTO A. T.  
A. T. DICKSON  
(70). Mr.  
Dickson has  
been Chairman  
since 1981  
DICKSON) 1994  
and a  
director  
since 1968 of  
Ruddick  
Corporation  
(diversified  
holding  
company),  
Charlotte,  
North  
Carolina. He  
was President  
of Ruddick  
Corporation  
from 1968 to  
1994. Mr.  
Dickson is a  
director of  
Lance, Inc.  
and Bassett  
Furniture  
Industries,  
Inc.

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\* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker.

NAME, AGE,  
PRINCIPAL  
OCCUPATION  
FOR LAST FIVE  
SERVED AS A  
YEARS AND  
DIRECTORSHIPS  
IN PUBLIC  
CORPORATIONS  
DIRECTOR

SINCE -----  
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- (PHOTO DONA  
DAVIS DONA  
DAVIS YOUNG  
(48). Ms.  
Young has  
been  
President and  
1995 YOUNG)  
Chief  
Operating  
Officer of  
The Phoenix  
Companies,  
Inc.  
(provider of  
wealth  
management  
products and  
services to  
individuals  
and  
institutions),  
Hartford,  
Connecticut,  
since 2001  
and a  
director  
since 2000.  
She has been  
President and  
Chief  
Operating  
Officer of  
its  
subsidiary,  
Phoenix Life  
Insurance  
Company,  
since 2001,  
was appointed  
President in  
2000, and has  
been a  
director  
since 1998.  
Previously,  
she was  
Executive  
Vice  
President and  
General  
Counsel of  
Phoenix Life  
from 1994 to  
2000 and  
Senior Vice  
President and  
General  
Counsel from  
1989 to 1994.  
She joined  
Phoenix in  
1980. Ms.  
Young is a  
director of  
Foot Locker,  
Inc. and  
Wachovia  
Corporation.

Members of the Board of Directors whose terms of office will continue until  
the Annual Shareholders' Meeting in 2004 are:

NAME, AGE,  
PRINCIPAL  
OCCUPATION  
FOR LAST  
FIVE SERVED  
AS A YEARS  
AND

DIRECTORSHIPS  
IN PUBLIC  
CORPORATIONS  
DIRECTOR  
SINCE -----  
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(PHOTO F. L.  
H. \*F. L. H.  
COKER (66).  
Mr. Coker is  
retired. He  
was 1964  
COKER)  
President  
and Director  
of Sea  
Corporation  
of Myrtle  
Beach, Inc.  
(private  
investments),  
Myrtle  
Beach, South  
Carolina,  
from 1983 to  
1989. At the  
time of his  
retirement  
from the  
Company in  
1979, Mr.  
Coker had  
been Senior  
Vice  
President  
since 1976.  
(PHOTO T. C.  
COXE, T. C.  
COXE, III  
(71). Mr.  
Coxe is  
retired. He  
was Senior  
1982 III)  
Executive  
Vice  
President of  
the Company  
from 1993 to  
1996 and was  
Executive  
Vice  
President  
from 1985 to  
1993. Mr.  
Coxe is a  
director  
emeritus of  
Wachovia  
Bank of  
South  
Carolina,  
N.A.

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\* C. W. Coker and F. L. H. Coker are brothers and are first cousins of J. L. Coker.

NAME, AGE,  
PRINCIPAL  
OCCUPATION  
FOR LAST  
FIVE SERVED  
AS A YEARS  
AND  
DIRECTORSHIPS  
IN PUBLIC  
CORPORATIONS  
DIRECTOR  
SINCE -----  
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(PHOTO B. L.  
M. B. L. M.  
KASRIEL  
(55). Mr.  
Kasriel has  
been Vice  
Chairman  
1995  
KASRIEL) and  
Chief  
Operating  
Officer of  
Lafarge  
(construction  
materials  
group),  
Paris,  
France,  
since 1995.  
He was  
Managing  
Director of  
Lafarge  
Coppee from  
1989 to  
1994, Senior  
Executive  
Vice  
President  
from 1987 to  
1989 and  
Executive  
Vice  
President  
from 1982 to  
1987. Mr.  
Kasriel is a  
director of  
Lafarge and  
Lafarge  
North  
America.

(PHOTO T. E.  
T. E.  
WHIDDON  
(49). Mr.  
Whiddon has  
been  
Executive  
Vice 2001  
WHIDDON)  
President --  
Logistics  
and  
Technology  
of Lowe's  
Companies,  
Inc. (home  
improvement  
retailer),  
North  
Wilkesboro,  
North  
Carolina,  
since 2000.  
He was  
Executive  
Vice  
President  
and Chief  
Financial  
Officer of  
Lowe's from  
1996 to  
2000. Prior  
to joining  
Lowe's, Mr.  
Whiddon was  
Senior Vice

President  
and Chief  
Financial  
Officer of  
Zale  
Corporation  
(jewelers),  
Dallas,  
Texas, from  
1995 to 1996  
and was  
Senior Vice  
President  
and  
Treasurer  
from 1994 to  
1995. Prior  
to joining  
Zale, he was  
Vice  
President  
and  
Treasurer of  
Eckerd  
Corporation  
(drugstores),  
Largo,  
Florida,  
from 1989 to  
1994.



## BOARD COMMITTEES

During 2001, the Board of Directors held four regularly scheduled meetings and two special meetings to review significant developments affecting the Company and to act on matters requiring Board approval. To assist it in performing its duties, the Board has established five committees:

NUMBER OF  
COMMITTEE  
CURRENT  
2001 NAME  
PURPOSE  
MEMBERS  
MEETINGS -  
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Audit  
Committee  
- Review  
compliance  
with major  
accounting  
B. L. M.  
Kasriel --  
4 and  
financial  
policies  
of the  
Company;  
Chairperson  
C. J.  
Bradshaw -  
Review  
adequacy  
of  
internal  
controls;  
R. J.  
Brown J.  
L. Coker -  
Review  
significant  
findings  
of the  
Paul  
Fulton  
independent  
accountant  
and the  
internal  
E. H.  
Lawton,  
III audit  
department;  
T. E.  
Whiddon -  
Review  
results of  
the annual  
external  
audit with  
the  
independent  
accountant;  
- Review  
legal and  
regulatory  
matters  
that may  
have a  
material  
impact on  
the  
Company's  
financial  
statements;  
- Review  
monitoring  
of  
compliance  
with the  
Company's  
code of  
business  
conduct; -  
Recommend  
to the  
Board of  
Directors

annually  
the  
appointment  
of the  
independent  
accountant;  
- Review  
the scope  
of and  
fees for  
the  
prospective  
annual  
audit; -  
Review the  
operation  
of the  
Company's  
internal  
audit  
department;  
and - Act  
as liaison  
among the  
internal  
auditors,  
the  
independent  
accountant  
and the  
Board of  
Directors.  
The Audit  
Committee  
acts  
pursuant  
to a  
written  
charter  
adopted by  
the Board  
of  
Directors.  
A copy of  
the  
charter  
was  
attached  
to the  
Proxy  
Statement  
dated  
March 16,  
2001, as  
Appendix  
A. On  
February  
6, 2002,  
the  
charter  
was  
amended to  
state that  
the  
Committee  
would  
"consist  
of a  
minimum of  
three or  
more  
independent  
members of  
the Board,  
who are  
all  
financially  
literate  
and at  
least one  
of whom  
has  
accounting  
or related  
financial  
management  
expertise."  
Previously,  
the  
charter  
indicated  
"a minimum  
of three  
and no  
more than  
six  
independent  
members."  
Each

member of  
the Audit  
Committee  
is  
independent  
as defined  
in  
Sections  
303.01(B)  
(2)(a) and  
(3) of the  
New York  
Stock  
Exchange's  
listing  
standards.

NUMBER OF  
COMMITTEE  
CURRENT 2001  
NAME PURPOSE  
MEMBERS  
MEETINGS - --  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
Executive -  
Periodically  
examine the  
executive A.  
T. Dickson --  
4  
Compensation  
officer  
compensation  
programs;  
Chairperson  
Committee C.  
J. Bradshaw -  
Set officer  
base salary  
compensation  
Paul Fulton  
rates; B. L.  
M. Kasriel H.  
L. McColl,  
Jr. -  
Administer  
all annual  
and long-term  
D. D. Young  
incentive  
plans; -  
Administer  
the Company's  
Stock Option  
Plans; and -  
Review with  
the Chief  
Executive  
Officer the  
performance  
of corporate  
management,  
management  
development  
and  
succession  
plans.  
Employee -  
Oversee the  
Company's  
commitment to  
D. D. Young -  
- 2 and  
Public  
employee  
health and  
safety;  
Chairperson  
Responsibility  
R. J. Brown  
Committee -  
Provide  
oversight on  
diversity  
strategy, F.  
L. H. Coker  
goals and  
progress; J.  
L. Coker T.  
C. Coxe, III  
- Review  
charitable  
giving  
policies and  
C. C. Fort  
practices; T.  
E. Whiddon -  
Review  
employee  
morale  
through  
survey  
results or  
other means;  
- Oversee the  
Company's  
stance,

response and programs related to the environment and to other emerging issues; - Monitor major litigation and disputes and provide guidance in responding to such issues; - Review actions taken by management relating to current or emerging public policy issues or significant political and social changes that may affect the Company; and - Oversee the Company's commitment to ethical business practices.

NUMBER OF  
 COMMITTEE  
 CURRENT 2001  
 NAME PURPOSE  
 MEMBERS  
 MEETINGS - ----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 - -----  
 Corporate -  
 Recommend to  
 the Board of  
 Directors Paul  
 Fulton -- 4  
 Governance  
 amendments to  
 the By-Laws;  
 Chairperson  
 Committee T. C.  
 Cox, III -  
 Recommend to  
 the Board  
 governance A.  
 T. Dickson  
 policies and  
 practices; B.  
 L. M. Kasriel  
 D. D. Young -  
 Ensure that  
 processes are  
 in place for  
 annual Chief  
 Executive  
 Officer  
 performance  
 appraisal and  
 reviews of  
 succession  
 planning and  
 management  
 development; -  
 Review with the  
 Board on an  
 annual basis  
 the appropriate  
 skills and  
 characteristics  
 required of  
 Board members;  
 - Recommend to  
 the Board a  
 corporate  
 philosophy and  
 strategy  
 governing  
 director  
 compensation  
 and benefits; -  
 Recommend to  
 the Board a  
 policy  
 regarding  
 assignment and  
 rotation of  
 committee  
 membership and  
 chairmanships;  
 and - Conduct a  
 process for  
 assessment of  
 Board  
 performance.  
 Executive -  
 Empowered to  
 exercise all of  
 the C. W. Coker  
 2 Committee  
 authority of  
 the Board of  
 Directors H. E.  
 DeLoach, Jr.  
 between  
 regularly  
 scheduled  
 meetings, A. T.  
 Dickson except  
 as limited by  
 South Carolina  
 law. H. L.  
 McColl, Jr.

During 2001, all directors attended 75% or more of the aggregate number of

meetings of the Board and committees of which they were members, except Mr. Fulton who attended 72%.

# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table shows information as of December 31, 2001, about persons known to us to be the beneficial owner of more than 5% of our Common Shares. This information was obtained from Schedules 13G filed by these entities with the Securities and Exchange Commission, and we have not independently verified it.

AMOUNT OF  
TITLE OF  
NAME AND  
ADDRESS OF  
BENEFICIAL  
PERCENT  
CLASS  
BENEFICIAL  
OWNER  
OWNERSHIP  
OF CLASS -

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No Par  
Value  
Common  
State  
Street  
Bank and  
Trust  
Company(1)  
5,470,095  
5.73% 225  
Franklin  
Street  
Boston, MA  
02110 No  
Par Value  
Common  
Alliance  
Capital  
Management  
L.P.(2)  
8,998,502  
9.43% 1345  
Avenue of  
the  
Americas  
New York,  
NY 10105

- -----

- (1) State Street Bank and Trust Company is a bank that holds shares in various fiduciary capacities. Of the shares shown above, 3,374,432 are held by the bank as trustee of the Company's Employee Savings and Stock Ownership Plan.
- (2) Alliance Capital Management L.P. is an investment advisor that manages discretionary investment accounts on behalf of its clients. Alliance Capital Management L.P. is a subsidiary of AXA Financial, Inc., a Delaware corporation, which is controlled by AXA and The Mutuelles AXA. The AXA entities have disclaimed beneficial ownership of the Sonoco shares.



## SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the number of shares beneficially owned as of December 31, 2001, directly or indirectly, by each director and named executive officer.

	DEFERRED TOTAL NUMBER PERCENT COMPENSATION OF SHARES OF RESTRICTED AND RESTORATION NAME AND POSITION	(1) OWNED	(2) CLASS	(6) STOCK	(7) UNITS
J. Bradshaw	40,630 - -	-	-	-	-
Director R. J. Brown	23,611 - -	-	-	-	-
Director F. L. H. Coker	958,443 - -	-	-	-	-
Director J. L. Coker	231,953 - -	-	-	-	-
T. C. Coxe,	III 388,987 - -	-	-	-	-
Director A. T. Dickson	83,455 - -	-	-	-	-
Director C. C. Fort	290,743 - -	-	-	-	-
Paul Fulton	25,623(3) - -	-	-	-	-
Director B. L. M.	Kasriel 27,205 - -	-	-	-	-
Lawton, III	43,570 - -	-	-	-	-
McColl, Jr.	30,931(4) - -	-	-	-	-
Director T. E. Whiddon	3,000 - -	-	-	-	-
Director D. D. Young	14,930 - -	-	-	-	-
Director C. W. Coker	1,919,682 - -	-	-	-	-
Chairman and Director H. E. DeLoach, Jr.	808,179(5) - -	-	-	-	-
President, Chief	159,862 - -	-	-	-	-

Executive  
Officer and  
Director C.  
L.  
Sullivan,  
Jr. 66,200  
- 10,438  
281 Senior  
Vice  
President  
R. E.  
Holley  
238,716 -  
14,126  
3,390  
Senior Vice  
President  
J. C. Bowen  
127,158 -  
12,606  
1,588  
Senior Vice  
President

DEFERRED  
TOTAL  
NUMBER  
PERCENT  
COMPENSATION  
OF SHARES  
OF  
RESTRICTED  
AND  
RESTORATION  
NAME AND  
POSITION  
OWNED(1)  
CLASS(2)  
STOCK(6)  
UNITS(7) -

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-----  
-----  
-----  
-----  
-----  
-----  
-----  
----- F.  
T. Hill,  
Jr.(8)  
244,040 -  
14,126  
3,428 Vice  
President  
and Chief  
Financial  
Officer All  
Executive  
Officers  
and  
Directors  
(30)  
6,901,046  
7.0%  
451,382  
82,666  
persons)

- -----

- (1) The directors and the named executive officers have sole voting and investment power over the shares unless otherwise indicated in the footnotes. The number includes shares subject to currently exercisable options, granted by the Company under the 1983 Key Employee Stock Option Plan, the 1991 Key Employee Stock Plan (the "1991 Plan") and the 1996 Non-Employee Directors' Stock Plan for the following directors and named executive officers: C. J. Bradshaw -- 14,600; R. J. Brown -- 23,149; F. L. H. Coker -- 14,600; J. L. Coker -- 14,600; T. C. Cox, III -- 84,758; A. T. Dickson -- 14,600; Paul Fulton -- 14,600; B. L. M. Kasriel -- 25,090; H. L. McColl, Jr. -- 14,600; T. E. Whiddon -- 3,000; D. D. Young -- 10,200; C. W. Coker -- 809,308; H. E. DeLoach, Jr. -- 515,500; C. L. Sullivan, Jr. -- 65,000; R. E. Holley -- 170,322; J. C. Bowen -- 122,556; and F. T. Hill, Jr. -- 211,721.

Also included are shares held in the Company's Dividend Reinvestment Plan (11,036) and shares held in the Company's Employee Savings and Stock Ownership Plan (47,835).

Shareholdings do not include Restricted Stock Rights, which have been deferred until retirement, granted under the 1991 Plan or Deferred Compensation and Restoration Units.

Shareholdings do not include the awards listed in the Long-Term Incentive Plans -- Awards in Last Fiscal Year table shown on Page 23.

- (2) Percentages not shown are less than 1%.
- (3) Includes 507 shares of Common Stock owned by Mrs. Fulton. Mr. Fulton disclaims beneficial ownership of these shares.
- (4) Includes 11,882 shares of Common Stock owned by Mrs. McColl. Mr. McColl disclaims beneficial ownership of these shares.
- (5) Includes 238,010 shares of Common Stock owned by trusts and an estate for which Mr. DeLoach is trustee and personal representative, respectively. Mr. DeLoach has no pecuniary interest in these trusts and the estate and disclaims beneficial ownership of these shares.
- (6) Issuance of these shares, most of which have vested, has been deferred until retirement; thus, no voting rights are associated with them.
- (7) These figures represent deferred compensation units and restoration units connected with the Sonoco Savings Plan. No voting rights are associated with these units.
- (8) Mr. Hill resigned on February 11, 2002.

## EXECUTIVE COMPENSATION COMMITTEE REPORT TO SHAREHOLDERS

The Executive Compensation Committee of the Board of Directors (the "Committee") is responsible for setting the remuneration levels for executives of the Company. It also oversees the Company's various executive compensation plans, as well as the overall management compensation program. Additionally, the Committee reviews and plans for top management succession and reviews executive job performance. The Committee periodically evaluates the Company's executive compensation program in terms of appropriateness, including competitive positioning relative to other companies' practices. The Committee obtains independent and impartial advice from external compensation consulting firms in order to maintain objectivity in executing its responsibilities. The Committee met four times during 2001 and had met once in 2002 as of the printing of this report.

### PHILOSOPHY

The executive compensation program has been designed to attract, motivate, reward and retain senior management by providing competitive total compensation opportunities based on performance, teamwork and the creation of shareholder value. The program currently consists of salary, annual cash bonus awards, annual stock options, periodic contingent share awards, perquisites and employee benefits.

In order to determine competitive compensation levels, the Company participates in a number of surveys conducted by independent consulting firms. In these surveys, executive compensation levels are developed by looking at large numbers of similar positions across American industry and reflect adjustments based on company revenues. The Dow Jones Containers & Packaging Group Index ("Index"), which includes the Company, was used in the five-year shareholder return performance graph that appears on Page 21. The companies in this Index also are included, as available, among the companies whose survey data is used in the Company's compensation studies. From time to time, the Company contracts with independent consulting firms to perform customized compensation studies of companies in its industry group and/or of companies having similar long-term financial performance results.

The total compensation package for executives for 2001 was generally structured to be competitive with the 75th percentile of total pay practices for executives of similar size corporations if challenging annual financial targets and corresponding longer term increases in shareholder value were achieved. The base salary midpoints were targeted to be at the median of surveyed market rates. Incentive compensation, consisting of annual cash bonuses, annual stock option awards and periodic contingent share awards, constitutes the Company's performance-based compensation element. The levels of the combined award opportunities reflected 75th percentile competitive total annual and long-term incentive compensation opportunities for similar positions. These awards provided opportunities to motivate and reward executives for exceptional performance. If performance targets were not met, total compensation levels would fall below competitive median practice. In further support of the Company's pay-for-performance philosophy, executive perquisites were limited and provided a lower level of benefits than the market median. The benefits program for executives provided a benefit that was somewhat higher than the market median. This benefits program, in particular the retirement and life insurance plans, was designed to enhance retention of executives until normal retirement age.

The Committee has taken, and it intends to continue to take, steps necessary to assure the federal tax deductibility of compensation realized by senior executives. However, to the extent that such steps would not be practical or would not be consistent with the Committee's compensation objectives, there is the possibility that future compensation, in some circumstances, may not meet tax deductibility requirements.

Following is a discussion of elements of the executive compensation program, along with a description of the decisions and actions taken by the Committee, with regard to 2001 compensation. Also included is a specific discussion of the decisions regarding the compensation of Mr. DeLoach for performing the duties of President and Chief Executive Officer ("CEO"). The tables and accompanying narrative and footnotes that follow this report reflect the decisions covered by the discussions.

#### SALARY

The Company's salary ranges and resulting salaries are based on a relative valuing of the duties and responsibilities of each position. The Committee reviews the base salaries of all senior executives on an annual basis.

Merit salary increases are based on consideration of each executive's performance and position in his or her salary range. Promotional salary increases are awarded to recognize increased responsibilities and accountabilities. The Committee used these criteria to determine salary adjustments for Mr. DeLoach and for each of the executive officers, except Mr. Coker.

Mr. Coker, who remains an active employee of the Company as Chairman of the Board, has elected to begin receiving his supplemental executive retirement plan (SERP) benefit for which he became eligible at his normal retirement date. Upon initiation of these payments, Mr. Coker's base salary was reduced to zero.

#### ANNUAL BONUS AWARDS

The Company has an annual bonus plan that provides for cash incentive opportunities, based upon achievement of pre-determined annual financial performance goals, as well as attainment of key strategic and operational objectives. The purpose of this plan is to link a significant portion of executive pay to both the Company's operating performance for the year and to critical issues affecting the long-term health of the Company.

Financial performance goals were weighted from 80% to 100% of total bonus opportunity. For senior executives with corporate responsibility, the plan's financial goals were based on corporate earnings per share from ongoing operations. For executives with business unit responsibility, one-fourth of the bonus opportunity available for financial performance was based on corporate earnings per share, and the remainder was based on business unit profit before interest and taxes.

The strategic and operational objectives for 2001 were weighted from 0% to 20% of total bonus opportunity and were comprised of employee safety, growth initiatives, productivity and purchasing improvement, effective use of capital and diversity.

On February 5, 2002, the Committee reviewed and approved the 2001 annual bonus payments for executive officers. Initial bonus amounts were assigned to each executive officer (except Messrs. DeLoach, Sullivan, Hill, Holley and Bowen), based on the scoring of financial goal attainment and subjective evaluations of how well their strategic and operational objectives were met. In some cases, the Committee used additional discretion based on its assessment of individual performance and internal equity in the determination of final bonus amounts. Mr. DeLoach's bonus, which reflects the Committee's assessment of his contribution and efforts in 2001, is shown under the "Bonus" caption in the Summary Compensation Table on Page 22. In determining the amount, the Committee considered the challenges associated with the position of CEO, the Company's financial performance, his role in completing a major restructuring of the Company's organization and his role in carrying out a major acquisitions program. The bonus awards for Messrs. Sullivan, Hill, Holley and Bowen were determined in the same manner as the bonus award for Mr. DeLoach. In lieu of any fixed compensation, Mr. Coker participated in a special variable-pay incentive compensation plan, based solely on earnings per share goals.

#### STOCK OPTIONS

In 2001, the Committee granted to Mr. DeLoach, the executive officers and other key management employees options to purchase shares of Common Stock under a plan which previously had been approved by the Company's shareholders. The price of these options was set at the prevailing market price on the date the options were awarded. Accordingly, these options will be valuable to the recipients only if the market price of Company stock increases. Stock option awards for Mr. DeLoach and the other named officers are included in the Summary Compensation Table on Page 22 under the caption "Number of Securities Underlying Options Granted" and in the Option Grants in Last Fiscal Year table on Page 25.

#### OTHER

Effective December 31, 2001, the Committee granted awards of contingent share units to thirty-one executives, including Mr. DeLoach and four other executive officers named in the Summary Compensation Table. These awards, consisting of performance-based share units, were granted to provide corporate and business unit managers with an additional compensation opportunity that can be realized only if targeted creation of shareholder value also is achieved. The number of restricted shares granted was based on the Committee's judgment as to the appropriate size of an award, the individual's level within the Company and the earlier mentioned surveys of competitive compensation levels. Any shares disbursed as a part of this program will be funded from shares allocated in the 1991 Key Employee Stock Plan and, in order to minimize dilution, will consist entirely of previously issued shares that are acquired by the Company and retired or cancelled.

The award to Mr. DeLoach reflects the Committee's recognition of his leadership in the development of a comprehensive plan for sustainable growth for the Company. The awards to the other participants also are intended to reward achievement of performance goals that are expected to lead to above-average shareholder returns. As described in more detail on Page 24, awards will vest depending on cumulative earnings per share (EPS) and average return on net assets employed (RONAE) for the three-year

performance period. Except for death, disability or retirement other than for cause, termination of a participant's employment prior to the end of the performance period will result in forfeiture of an award.

A. T. Dickson (Chairperson) C. J. Bradshaw Paul Fulton  
B. L. M. Kasriel E. H. Lawton, Jr. H. L. McColl, Jr. D. D. Young

# COMPARATIVE COMPANY PERFORMANCE

The following line graph compares cumulative total shareholder return for the Company with the cumulative total return of the S&P 500 Stock Index and a nationally recognized industry index, the Dow Jones Containers & Packaging Group (which includes the Company), from December 31, 1996, through December 31, 2001. The graph assumes \$100 invested on December 31, 1996, in Sonoco Products Company Common Stock, the S&P 500 Stock Index and the Dow Jones Containers & Packaging Group.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN\*  
AMONG SONOCO PRODUCTS COMPANY\*\*, THE S&P 500 STOCK INDEX AND  
THE DOW JONES CONTAINERS & PACKAGING GROUP

[PERFORMANCE GRAPH]

1996 1997  
1998 1999  
2000 2001

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\* TOTAL RETURN ASSUMES REINVESTMENT OF DIVIDENDS

\*\* FISCAL YEAR ENDING DECEMBER 31



## SUMMARY COMPENSATION TABLE

LONG-TERM COMPENSATION AWARDS	ANNUAL COMPENSATION NUMBER OF	SECURITIES OTHER	RESTRICTED UNDERLYING ANNUAL STOCK OPTIONS ALL OTHER NAME AND PRINCIPAL POSITION YEAR SALARY BONUS COMPENSATION(1) AWARDED(2) GRANTED COMPENSATION(3)
H. E. DeLoach, Jr. 2001	\$718,746	\$600,000	\$28,030
President and	2000 660,660	175,000	\$58,793
371,847 24,274	2,162,500(4)	165,000	57,499
Chief Executive Officer 1999	459,170 390,295	21,029	-0-
60,000 49,429	C. L. Sullivan, Jr. 2001	335,001 198,536	-0- -0- 40,000
9,752 Senior Vice President	2000 110,000	66,667	-0- 191,875(5)
25,000 -0- 1999	-0- -0- -0- -0-	-0- -0-	R. E. Holley 2001
323,751 204,138	-0- -0- 40,000	15,434 Senior Vice President	2000 283,096
204,809 -0- -0-	17,000 17,197	1999 258,721	152,387 -0- -0-
16,000 18,028	J. C. Bowen	2001 283,998	181,240 -0- -0-
40,000 13,600	Senior Vice President 2000	247,861 190,691	-0- -0- 16,000
13,188 1999	226,081 165,000	-0- -0- 16,000	9,921 F. T.
Hill, Jr. 2001	326,556 45,718	1,039 -0-	40,000 17,618
Vice President and 2000	320,076 113,755	940 -0- 36,000	23,853 Chief Financial Officer 1999
306,004 212,000			

851 -0- 35,000  
23,034 C. W.  
Coker 2001 -0-  
200,000 77,641  
-0- 100,000  
117,197  
Chairman 2000  
-0- 162,225  
79,458 -0-  
75,000 140,445  
1999 246,668  
466,666 81,025  
-0- 100,000  
192,487

- - - - -

- (1) None of the executive officers received perquisites or personal benefits that totaled the lesser of \$50,000 or 10% of their respective salary plus bonus payments. Amounts in this column represent the above-market portion of interest credits on previously earned compensation for which payment has been deferred.
- (2) The number and dollar value of restricted stock rights held, including target contingent share units, and dividend equivalents, based on the closing stock price on December 31, 2001, of \$26.58 per share were: H. E. DeLoach, Jr. -- 206,684 shares (\$5,493,660); C. L. Sullivan, Jr. -- 41,213 shares (\$1,095,442); R. E. Holley -- 25,707 shares (\$683,292); J. C. Bowen -- 25,707 shares (\$683,292); F. T. Hill, Jr. -- 21,079 shares (\$560,280); and C. W. Coker -- 51,798 shares (\$1,376,791).

----- H.  
E. DeLoach,  
Jr. 66,667  
1/1/02-  
12/31/04  
16,667  
33,333  
66,667 C.  
L.  
Sullivan,  
Jr. 20,000  
1/1/02-  
12/31/04

5,000  
10,000  
20,000 R.  
E. Holley  
20,000  
1/1/02-  
12/31/04  
5,000  
10,000  
20,000 J.  
C. Bowen  
20,000  
1/1/02-  
12/31/04  
5,000  
10,000  
20,000 C.  
W. Coker  
33,333  
1/1/02-  
12/31/04  
8,333  
16,667  
33,333



INDIVIDUAL GRANTS - -  
- -  
- -  
- -  
- -  
- -  
- -  
NUMBER OF  
% OF TOTAL  
SECURITIES  
UNDERLYING  
GRANTED TO  
EXERCISE  
GRANT DATE  
OPTIONS  
EMPLOYEES  
PRICE  
EXPIRATION  
NAME  
GRANTED(1)  
IN 2001  
(PER  
SHARE)  
DATE  
VALUE(2) -

H. E. DeLoach, Jr.  
175,000  
10.1  
\$23.80  
2/7/2011  
\$838,250  
C. L. Sullivan, Jr.  
40,000  
2.3 23.80  
2/7/2011  
191,600 R. E. Holley  
40,000 2.3  
23.80  
2/7/2011  
191,600 J. C. Bowen  
40,000 2.3  
23.80  
2/7/2011  
191,600 F. T. Hill, Jr.  
40,000  
2.3 23.80  
2/7/2011  
191,600 C. W. Coker  
100,000  
5.7 23.80  
2/7/2011  
479,000

- 25

# PENSION TABLE

Named executive officers participate in a non-contributory defined benefit program that provides for a maximum annual lifetime retirement benefit equal to 60% of final average compensation, computed as a straight life annuity, based on the highest three of the last seven calendar years. In order to receive the full benefit the executive must have at least 15 years of service and retire no earlier than age 65. Eligible spouses (married one year or longer at the executive's retirement date) receive survivor benefits at a rate of 75% of the benefit paid to the executives. The total benefit provided by the Company is offset by 100% of primary U.S. Social Security.

AGE 65	
RETIREMENT	
YEARS OF	
SERVICE	FINAL -
-----	
-----	
- AVERAGE 15 OR	
COMPENSATION(1)	
5 10 MORE(2) -	
-----	
-----	
--	----- \$
300,000	\$
60,000	\$120,000
	\$ 180,000
400,000	80,000
160,000	240,000
500,000	100,000
200,000	300,000
600,000	120,000
240,000	360,000
700,000	140,000
280,000	420,000
800,000	160,000
320,000	480,000
900,000	180,000
360,000	540,000
1,000,000	
200,000	400,000
	600,000
1,100,000	
220,000	440,000
	660,000
1,200,000	
240,000	480,000
	720,000
1,300,000	
260,000	520,000
	780,000
1,400,000	
280,000	560,000
	840,000
1,500,000	
300,000	600,000
	900,000
1,600,000	
320,000	640,000
	960,000
1,700,000	
340,000	680,000
	1,020,000
-----	

(1) Final average compensation includes salary and bonus. Age, years of service and final average compensation as of December 31, 2001, for the named officers are as follows:

YEARS OF	
FINAL	
AVERAGE	
NAME	AGE
SERVICE	
COMPENSATION	
-----	
-----	
-----	
--	H. E.
	DeLoach,
Jr.	57 16
\$1,048,908	
	C. L.
Sullivan,	
Jr.	58 1
532,666	R.
E. Holley	
59 37	
480,524	J.
C. Bowen	51
29 431,637	
F. T. Hill,	
Jr.	49 22

518,004 C.  
W. Coker(3)  
68 44 --

- (2) Years of service beyond 15 do not provide for any additional benefit.
- (3) On May 1, 1999, Mr. Coker elected to begin receiving his supplemental retirement benefit in lieu of any fixed compensation. This benefit amounts to \$955,500 per year and will not be offset by the Sonoco pension plan or Social Security until Mr. Coker retires.



## DIRECTORS' COMPENSATION

Employee directors do not receive any additional compensation for serving on the Board of Directors. Non-employee directors were paid an \$11,000 quarterly retainer fee and a \$1,000 attendance fee for special meetings in which they participated during 2001.

Directors may elect annually to defer part or all of their retainer and special meeting fees. Directors can choose to have their deferrals earn interest credits at a market rate (the Merrill Lynch Ten-Year High Quality Bond Index) or be treated as if invested in equivalent units of Sonoco Common Stock (which are credited with reinvested dividend equivalents). Alternatively, directors can elect to receive stock options under the 1996 Non-Employee Directors' Stock Plan (the "Directors' Plan") instead of any part of their cash compensation. If a director chooses this alternative, he or she will receive an option to purchase four dollars worth of Sonoco Common Stock at the fair market value of the Common Stock on the date the option is granted for each one dollar of cash compensation the director chooses not to receive. During 2001, three directors received the following number of stock options instead of cash compensation: R. J. Brown -- 1,515 shares, E. H. Lawton, Jr. -- 6,408 shares and B. L. M. Kasriel -- 4,245 shares.

Under the Directors' Plan, at the first regularly scheduled meeting of the Board of Directors during a calendar year, each non-employee director is granted an option to purchase 3,000 shares of Common Stock at a price equal to 100% of the fair market value as of the date the options are granted. Any person who later becomes a non-employee director also receives an option to purchase shares of Common Stock at the fair market value of the Common Stock on the date the option is granted. The number of shares for which options are granted is reduced 25% for each full quarter of the calendar year during which the person does not serve as a non-employee director. During 2001, each non-employee director received an option covering 3,000 shares. Effective with the first Board of Directors' meeting in 2002, the annual non-employee director's stock option was increased to 4,000 shares in accordance with the terms of this plan. Option shares are immediately vested but may not be exercised until one year after the grant date.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. A. T. Dickson, C. J. Bradshaw, Paul Fulton, B. L. M. Kasriel, E. H. Lawton, Jr., H. L. McColl, Jr. and Ms. D. D. Young served on our Executive Compensation Committee during the year ended December 31, 2001.

Mr. Paul Fulton is a director of Bank of America Corporation. Mr. A. T. Dickson was a director of Bank of America Corporation until April 2001. Mr. H. L. McColl, Jr. was Chairman and Chief Executive Officer and a director of Bank of America Corporation until April 2001. Mr. C. W. Coker, our Chairman, is a director of Bank of America Corporation. During the third quarter of 2001, a Bank of America subsidiary managed the syndication and participated as agent to provide a 364-day committed revolving line of credit with a one-year term out option for \$450,000,000 to support our commercial paper program and for general corporate purposes. Bank of America's commitment to this facility is \$45,000,000. During the fourth quarter of 2001, a Bank of America subsidiary co-lead a syndicate of financial institutions that underwrote, sold and distributed \$250,000,000 in unsecured 12-year term notes that were used to pay down maturing commercial paper. A committed line of credit from Bank of America has been in place since

1987 and has been renewed, amended and increased or decreased according to our needs. Bank of America has extended other lines of credit to us as support for letters of credit, overdrafts and other corporate needs. It also provides treasury management services to us. We pay fees to the bank for these services and for the availability of the lines of credit, as well as interest on borrowed funds. All transactions were handled on a competitive basis. Management believes that the rates and provisions were as favorable to us as we could have obtained from similar sources.

Mr. B. L. M. Kasriel is a member of our Executive Compensation Committee and is Vice Chairman and Chief Operating Officer of Lafarge of which Lafarge Platres International is a subsidiary. Sonoco Hongwen Paper Company, Ltd. (SHW), a subsidiary of Sonoco Asia, LLC, and Lafarge Onoda Gypsum, Shanghai, (LOGS), a subsidiary of China Plasterboard Corporation Holding Company (British Virgin Islands), a subsidiary of Lafarge Platres International, entered into an agreement in 1998 whereby LOGS will provide technical assistance to SHW in the development and manufacture of plasterboard liner. SHW will supply the plasterboard liner to LOGS at prevailing market prices. Lafarge Platres International, through China Plasterboard Corporation, has funded 50% of the capital costs (\$450,000) for implementation of the project. The balance of approximately \$450,000 has been met by Sonoco Asia, LLC through SHW.

Ms. D. D. Young is a member of our Executive Compensation Committee and she is a director of Wachovia Corporation. Following a merger in 2001, the new Wachovia Corporation became the parent company of Wachovia Bank, N.A. and of First Union National Bank. Each bank provides a line of credit of \$41,250,000 like that of Bank of America to support our commercial paper program and for general corporate purposes. We pay fees to Wachovia Bank, N.A. and to First Union National Bank for the availability of the credit lines. First Union National Bank, N.A. also provides trustee services, and we pay fees to First Union for the trustee services. Ms. Young is also an executive officer and a director of The Phoenix Companies, Inc. During 2001, we paid approximately \$654,000 to The Phoenix Companies, Inc. for premiums for split-dollar life insurance policies covering certain of our officers and directors.

#### TRANSACTIONS WITH MANAGEMENT

Mr. H. L. McColl, Jr. was Chairman and Chief Executive Officer and a director of Bank of America Corporation until April 2001. Mr. C. W. Coker and Mr. Paul Fulton are directors of Bank of America Corporation. Mr. A. T. Dickson was a director of Bank of America Corporation until April 2001. See "Compensation Committee Interlocks and Insider Participation."

Mr. R. J. Brown is a director of Wachovia Corporation. Following a merger in 2001, the new Wachovia Corporation became the parent company of Wachovia Bank, N.A. and of First Union National Bank. Each bank provides a line of credit of \$41,250,000 like that of Bank of America to support our commercial paper program and for general corporate purposes. We pay fees to Wachovia Bank, N.A. and to First Union National Bank for the availability of the credit lines. First Union National Bank, N.A. also provides trustee services, and we pay fees to First Union for the trustee services.

Mr. B. L. M. Kasriel is Vice Chairman and Chief Operating Officer of Lafarge. Lafarge Platres International is a subsidiary of Lafarge. See "Compensation Committee Interlocks and Insider Participation."

During 2001, we purchased timber from a trust of which Mr. T. C. Coxe, III, one of our directors and a former executive officer, is trustee and more than a 10% beneficial owner. The aggregate purchase price of the timber was approximately \$814,251.

Ms. D. D. Young is an executive officer and director of The Phoenix Companies, Inc., and she is a director of Wachovia Corporation. See "Compensation Committee Interlocks and Insider Participation."

During 2001, we sold plastic bags to Lowe's through one of their distributors. The aggregate value of these sales to Lowe's was \$3,786,650. Mr. T. E. Whiddon, a director of our Company, is Executive Vice President -- Logistics and Technology of Lowe's Companies, Inc.

We anticipate that we will continue to engage in similar business transactions in 2002.

Our management believes the prices and terms of the transactions reported above were comparable to those we could have obtained from other sources.

#### AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors has reviewed and discussed with management our audited financial statements for the year ended December 31, 2001. The Audit Committee has discussed with our independent accountants, PricewaterhouseCoopers LLP, the matters required to be discussed by Statements on Auditing Standards 61. The Audit Committee has also received the written disclosures and the letter from PricewaterhouseCoopers LLP required by Independence Standards Board Standard No. 1 and has discussed with PricewaterhouseCoopers LLP their independence. Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2001. The Committee has also reviewed the services provided by PricewaterhouseCoopers LLP, discussed under the captions "Financial Information Systems Design and Implementation Fees" and "All Other Fees", and has considered whether provision of such services is compatible with maintaining auditor independence.

B. L. M. Kasriel (Chairperson) C. J. Bradshaw R. J. Brown J. L. Coker  
Paul Fulton E. H. Lawton, III T. E. Whiddon

#### Audit Fees

During 2001, PricewaterhouseCoopers LLP billed the Company an aggregate of approximately \$403,000 for professional services rendered for the audit of the Company's annual financial statements for the year ended December 31, 2001, and for reviews of the financial statements included in the Company's Forms 10-Q for that year. The Company estimates that the total fees for the audit of its annual financial statements for the year ended December 31, 2001, will be approximately \$1,076,000.

## Financial Information Systems Design and Implementation Fees

For the year ended December 31, 2001, PricewaterhouseCoopers LLP did not provide the Company with any professional services in connection with financial information systems design and implementation.

## All Other Fees

For the year ended December 31, 2001, PricewaterhouseCoopers LLP billed the Company an aggregate of approximately \$1,703,000 for professional services and expenses primarily related to tax compliance and consulting services.

## APPROVAL OF INDEPENDENT ACCOUNTANTS

Upon recommendation of the Audit Committee, the Board of Directors has appointed PricewaterhouseCoopers LLP, Certified Public Accountants, as our independent accountants to examine our financial statements for the year ending December 31, 2002. You will be asked to approve this selection at the Annual Meeting. PricewaterhouseCoopers LLP, or its predecessors, has audited our books and records for many years. Representatives of PricewaterhouseCoopers LLP will be present and available to answer questions at the Annual Meeting and may make a statement if they so desire.

The Board of Directors recommends that you vote FOR the approval of the selection of PricewaterhouseCoopers LLP as independent accountants for the Company for the current year.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Our directors and executive officers are required to file reports with the Securities and Exchange Commission and the New York Stock Exchange, showing the number of shares of any class of our equity securities they owned when they became a director or executive officer, and, after that, any changes in their ownership of our securities. These reports are required by Section 16(a) of the Securities Exchange Act of 1934.

Based on a review of Section 16(a) reports and any representations made to us, it appears that all such filings were timely made, except the Company failed to file on a timely basis one report on Form 4, due December 10, 2001, for Mr. F. L. H. Coker, a director of the Company, covering sales of shares on November 15 and November 19, 2001. These sales were reported on his Form 4 filed January 9, 2002.

## SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING

If you want to present a shareholder proposal to be voted on at our Annual Meeting in 2003, you must submit the proposal to the Secretary of the Company in writing by January 31, 2003. However, if you want us to include your shareholder proposal in our proxy materials for our Annual Meeting in 2003, you must be sure the Secretary of the Company receives your written proposal by November 15, 2002. All shareholder proposals must comply with the requirements of our By-Laws. The proxy agents for the

Company will use their discretionary authority to vote on any shareholder proposal that the Secretary of the Company does not receive before January 29, 2003.

#### DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS

We will deliver a single copy of the Annual Report to multiple shareholders sharing one address if all of those shareholders have consented in writing to delivery of a single Annual Report to their address. Upon oral or written request to EquiServe, Post Office Box 43012, Providence, RI 02940-3012, 1-800-633-4236, we will promptly deliver a separate copy of the Annual Report to a shareholder at a shared address to which a single copy was delivered. If you are currently receiving a single copy of the Annual Report for multiple shareholders at your address and would prefer to receive separate copies in the future, please write or call us at the address or telephone number above and ask us to send you separate copies. If shareholders at your address are currently receiving separate copies of the Annual Report and you would prefer to receive only one copy at your address, you may also write to us at the address above and ask us to send only one copy.

#### OTHER MATTERS

As of the date of this statement, management knows of no business that will be presented for consideration at the meeting other than that stated in the notice of the meeting. The proxy agents will vote in their best judgment on any other business that properly comes before the meeting.

TO ASSURE YOUR REPRESENTATION AT THE MEETING, PLEASE VOTE BY TELEPHONE, VIA THE INTERNET OR MARK, SIGN, DATE AND RETURN YOUR PROXY CARD AS PROMPTLY AS POSSIBLE. PLEASE SIGN EXACTLY AS YOUR NAME APPEARS ON THE ACCOMPANYING PROXY.

Charles J. Hupfer  
Secretary

March 15, 2002

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

SONOCO PRODUCTS COMPANY

NORTH SECOND STREET - HARTSVILLE, SOUTH CAROLINA 29550 - USA

The undersigned hereby appoints Harris E. DeLoach, Jr., President and Chief Executive Officer, or Charles J. Hupfer, Vice President, Secretary and Treasurer, as proxy agents, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all the shares of Common Stock of Sonoco Products Company held of record by the undersigned on February 22, 2002, at the Annual Meeting of Shareholders to be held on April 17, 2002, or at any adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

PLEASE VOTE, DATE AND SIGN ON REVERSE AND  
RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign exactly as your name(s) appear(s) hereon. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by an authorized person.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

- -----	- -----
- -----	- -----
- -----	- -----

[X] PLEASE MARK VOTES  
AS IN THIS EXAMPLE

- -----  
SONOCO PRODUCTS COMPANY  
- -----  
COMMON STOCK

Mark box at right if an address change or comment has been [ ]  
noted on the reverse side of this card.  
CONTROL NUMBER:

1. Election of Directors:

	For All Nom- inees	Withheld On All Nom- inees	For All Except
NOMINEES - THREE-YEAR TERM: (01) C.J. Bradshaw, (02) R.J. Brown, (03) J.L. Coker, (04) Paul Fulton, (05) H.L. McColl, Jr.	[ ]	[ ]	[ ]
NOMINEE - TWO-YEAR TERM: (06) C.C. Fort			
NOMINEE - ONE-YEAR TERM: (07) E.H. Lawton, III			

NOTE: If you do not wish your shares voted "For" a particular nominee, mark the "For All Except" box and strike a line through the name(s) of the nominee(s). Your shares will be voted for the remaining nominee(s).

Please be sure to sign and date this Proxy.     Date  
-----

	For	Against	Abstain
2. Proposal to approve the selection of PricewaterhouseCoopers LLP, Certified Public Accountants, as independent accountants of the corporation.	[ ]	[ ]	[ ]

3. In their discretion the proxy agents are authorized to vote upon such other business as may properly come before the meeting.

- -----Shareholder Sign Here-----Co-owner Sign-----  
Here

DIRECTORS RECOMMEND VOTING FOR 1 AND 2.

DETACH CARD DETACH CARD

VOTE BY TELEPHONE

It's fast, convenient, and immediate!  
Call Toll-Free on a Touch-Tone Phone.

VOTE BY INTERNET

It's fast, convenient, and your vote is immediately confirmed and posted.

- FOLLOW THESE FOUR EASY STEPS:
1. Read the accompanying Proxy Statement/Prospectus and Proxy Card.
  2. Call the toll-free number:  
1-877-PRX-VOTE (1-877-779-8683) or call collect on a touch-tone phone 1-201-536-8073. There is NO CHARGE for this call.
  3. Enter your Control Number located on your Proxy Card.
  4. Follow the recorded instructions.

- FOLLOW THESE FOUR EASY STEPS:
1. Read the accompanying Proxy Statement/Prospectus and Proxy Card.
  2. Go to the Website:  
<http://www.eproxyvote.com/son>
  3. Enter your Control Number located on your Proxy Card.
  4. Follow the instructions provided.

YOUR VOTE IS IMPORTANT!  
Call 1-877-PRX-VOTE anytime! YOUR VOTE IS IMPORTANT!  
Go to <http://www.eproxyvote.com/son> anytime!

DO NOT RETURN YOUR PROXY CARD IF YOU ARE VOTING BY TELEPHONE OR INTERNET.