

GLATFELTER P H CO

Form 4

December 04, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**RAPP MARTIN**

(Last) (First) (Middle)

**96 SOUTH GEORGE STREET, SUITE 520**

(Street)

**YORK, PA 17401**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GLATFELTER P H CO [GLT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/02/2014**

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)

Senior VP, Business Unit

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)
			Code	V	Amount or Price		
Common Stock, Par Value \$.01	12/02/2014		M		12,400 A \$ 25.31	37,412	D
Common Stock, Par Value \$.01	12/02/2014		M		14,400 A \$ 25.31	51,812	D
Common Stock, Par Value \$.01	12/02/2014		M		15,390 A \$ 25.31	67,202	D
Common Stock, Par	12/02/2014		M		56,890 A \$ 25.31	124,092	D

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Value \$.01							
Common Stock, Par Value \$.01	12/02/2014	M	25,300	A	\$ 25.31	149,392	D
Common Stock, Par Value \$.01	12/02/2014	M	21,860	A	\$ 25.31	171,252	D
Common Stock, Par Value \$.01	12/02/2014	F <sup>(1)</sup>	32,537	D	\$ 25.31	138,715	D
Common Stock, Par Value \$.01	12/02/2014	D <sup>(2)</sup>	71,459	D	\$ 25.31	67,256	D

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

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SEC 1474  
(9-02)

**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 and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Only Stock Appreciation Rights	\$ 15.94	12/02/2014		M	12,400	03/07/2010	03/07/2017	Common Stock, Par Value \$.01
Stock Only Stock Appreciation Rights	\$ 14.78	12/02/2014		M	14,400	12/19/2010	12/19/2017	Common Stock, Par Value \$.01
Stock Only Stock Appreciation Rights	\$ 13.44	12/02/2014		M	15,390	03/05/2011	03/05/2018	Common Stock, Par Value \$.01
	\$ 9.91	12/02/2014		M	56,890	05/05/2010 <sup>(3)</sup>	05/05/2019	

Stock Only Stock Appreciation Rights								Common Stock, Par Value \$.01
Stock Only Stock Appreciation Rights	\$ 13.95	12/02/2014	M	25,300	03/03/2011	03/03/2020		Common Stock, Par Value \$.01
Stock Only Stock Appreciation Rights	\$ 12.56	12/02/2014	M	21,860	03/03/2012 <sup>(4)</sup>	03/03/2021		Common Stock, Par Value \$.01

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAPP MARTIN 96 SOUTH GEORGE STREET SUITE 520 YORK, PA 17401			Senior VP, Business Unit	

## Signatures

Linda M. Levans  
by POA

12/04/2014

    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) These shares are being withheld to satisfy tax obligations.
- (2) The Company grants SARs that are settled in stock. These units represent the difference between the number of Stock-Only SARs granted, versus the number received in settlement or withheld for taxes.
- (3) These SOSARs vest 1/3 in 2010, 2011, 2012 respectively.
- (4) These SOSARs vest in thirds on the anniversary dates of the grant in 2012, 2013 and 2014 respectively.

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.