GLATFELTER PHCO

Form 4

February 17, 2015

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to Section 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

Section 16. Form 4 or Form 5 obligations **SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. *See* Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sullivan Mark A			2. Issuer Name Symbol GLATFELT	5. Relationship of Reporting Person(s) to Issuer				
				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earlie					
			(Month/Day/Ye	ar)	Director	_		
96 SOUTH GEORGE			02/13/2015	_X_ Officer (giv	_		ner (specify	
STREET, S	SUITE 500				below) V. P. G		below) Supply C	Chain
	(Street)		4. If Amendmen	nt, Date Original	6. Individual or J	oint/Gr	roup Fili	ing(Check
			Filed(Month/Day	/Year)	Applicable Line)			
					X Form filed by	One Re	porting P	Person
YORK, PA 17401					Form filed by	More that	an One R	leporting
10101, 17	17401				Person			
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities A	cquired, Disposed o	of, or B	eneficia	ally Owned
1.Title of	2. Transaction	Date 2A. Deen	med 3.	4. Securities Acquire	d 5. Amount of	6.		7. Nature o
σ	(A.f1./D. /S	7 \ 1	Dc .m	.: (A) D: 1 C/E	v	_	1 .	T 1'

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock, Par Value \$.01	02/13/2015		M(1)	3,760	A	\$ 24.89	32,551	D	
Common Stock, Par Value \$.01	02/13/2015		F(2)	1,379	D	\$ 24.89	31,172	D	
Common Stock, Par Value \$.01							3,104	I	401(k)

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Performance Stock Award	(3)	02/13/2015		<u>J(4)</u>	233	01/01/2015	03/15/2015	Common Stock, Par Value \$.01	23
Performance Stock Award	(3)	02/13/2015		J <u>(5)</u>	2,540	01/01/2015	03/15/2015	Common Stock, Par Value \$.01	2,5
Performance Stock Award	(3)	02/13/2015		M <u>(1)</u>	3,760	01/01/2015	03/15/2015	Common Stock, Par Value \$.01	3,7

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Sullivan Mark A

96 SOUTH GEORGE STREET

SUITE 500

YORK, PA 17401

V. P. Global Supply Chain

Signatures

Linda M. Levans by POA 02/17/2015

**Signature of Reporting Date

Person

Reporting Owners 2

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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) Indicates vesting of Performance Share Awards. Based on achievement of performance targets, payout percentage was at 59.7% of the original target, adjusted to include accrued dividend equivalents.
- (2) These shares are being withheld to satisfy tax obligations.
- (3) Not applicable to this transaction
- (4) Dividends accrue on the target amount of PSA awards, and the purpose of this filing is to update the award amount to reflect the accrued dividends, payment of which is subject to attainment of the performance goals and payment of the underlying award.
- (5) Payout percentage of PSA was at 59.7%. These shares represent the portion of the award that was unearned and cancelled.

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