ILL RICHARD C Form 4 May 19, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

See Instruction 1(b).

value \$.01

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ILL RICHARD C Issuer Symbol GLATFELTER P H CO [GLT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 96 SOUTH GEORGE STREET, 05/03/2010 below) **SUITE 500** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting YORK, PA 17401 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of 3. 6. Transaction(A) or Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) V (D) Price Code Amount Common Stock, par 05/03/2010 $A^{(1)}$ 781 12,099 D value \$.01 Common $M^{(2)}$ D Stock, par 05/04/2010 2,153 \$0 14,252

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

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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)	Securitie Acquired Disposed	vative Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Restricted Stock Units (3)	\$ 0	05/03/2010		A	2,007		<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$.01	2,00
Restricted Stock Units (3)	\$ 0	05/04/2010		M(2)		2,153	05/04/2010	05/04/2010	Common Stock, par value \$.01	2,15

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 6	Director	10% Owner	Officer	Other		
ILL RICHARD C 96 SOUTH GEORGE STREET, SUITE 500 YORK, PA 17401	X					

Signatures

/s/ Linda Levans, attorney-in-fact for Richard
C. Ill 05/19/2010

**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) As part of the Director's compensation, each director receives a retainer of \$17,500 semi-annually, 1/3 is paid in cash, and 2/3 in Company stock. These shares represent the stock portion of this retainer for 2010.
- (2) These shares represent the 2007 restricted stock unit grant for which all forfeiture restrictions lapsed on May 4, 2010.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Company common stock at no cost.
 - One-third of the restricted stock units awarded vest on the day prior to each of the first, second and third Annual Meeting of Shareholders of the Company following the Award Date, and all restrictions on vested restricted stock units lapse on the day prior to the third Annual
- Meeting of Shareholders following the Award Date, provided the Director continues to serve continuously as a Director of the Company until the respective vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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