

GLATFELTER P H CO  
Form 4  
February 17, 2015

**FORM 4**

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

OMB APPROVAL

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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)  
**02/13/2015**

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, Bus.Unit Pres.-CFBU**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, Par Value \$.01   | 02/13/2015                           |  | M <sup>(1)</sup>               | 4,075   | A \$ 24.89  | 51,331   | D                                 |
| Common Stock, Par Value \$.01   | 02/13/2015                           |  | F <sup>(2)</sup>               | 1,475   | D \$ 24.89  | 49,856   | D                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Stock Award                    | (3)  | 02/13/2015                           |  | J(4)                           | 253   | 01/01/2015 03/15/2015                                    | Common Stock, Par Value \$0.1                               |
| Performance Stock Award                    | (3)  | 02/13/2015                           |  | J(5)                           | 2,753   | 01/01/2015 03/15/2015                                    | Common Stock, Par Value \$0.1                               |
| Performance Stock Award                    | (3)  | 02/13/2015                           |  | M(1)                           | 4,075   | 01/01/2015 03/15/2015                                    | Common Stock, Par Value \$0.1                               |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| RAPP MARTIN<br>96 SOUTH GEORGE STREET<br>SUITE 520<br>YORK, PA 17401 |               |           | Senior VP, Bus. Unit Pres.-CFBU |       |

## Signatures

Linda M. Levans  
by POA 02/17/2015

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) 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.

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- (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.

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

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