

MUKHERJEE DEBABRATA

Form 4

May 09, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUKHERJEE DEBABRATA

(Last) (First) (Middle)

96 SOUTH GEORGE
STREET, SUITE 500

(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)
05/07/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Vice President, Business Unit

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$.01	05/07/2013		M	9,700 A	\$ 24.67	18,775	D
Common Stock, Par Value \$.01	05/07/2013		M	11,200 A	\$ 24.67	29,975	D
Common Stock, Par Value \$.01	05/07/2013		M	11,970 A	\$ 24.67	41,945	D
Common Stock, Par	05/07/2013		M	74,870 A	\$ 24.67	116,815	D

Value \$.01

Common Stock, Par Value \$.01	05/07/2013	M	32,560	A	\$ 24.67	149,375	D
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Common Stock, Par Value \$.01	05/07/2013	M	17,053	A	\$ 24.67	166,428	D
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Common Stock, Par Value \$.01	05/07/2013	M	7,446	A	\$ 24.67	173,874	D
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Common Stock, Par Value \$.01	05/07/2013	<u>F(1)</u>	34,619	D	\$ 24.67	139,255	D
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Common Stock, Par Value \$.01						1,127	I	by 401K
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Only Stock Appreciation Rights	\$ 15.94	05/07/2013		M	9,700	03/07/2010 03/07/2017	Common Stock, Par Value \$.01
Stock Only Stock Appreciation Rights	\$ 14.78	05/07/2013		M	11,200	12/19/2010 12/19/2017	Common Stock, Par Value \$.01
Stock Only Stock	\$ 13.44	05/07/2013		M	11,970	03/05/2011 03/05/2018	Common Stock,

Appreciation Rights								Par Value \$.01
Stock Only								Common
Stock	\$ 9.91	05/07/2013	M	74,870	05/05/2010 ⁽²⁾	05/05/2019	Stock, Par Value	7
Appreciation Rights							\$.01	
Stock Only							Common	
Stock	\$ 13.95	05/07/2013	M	32,560	03/03/2011	03/03/2020	Stock, Par Value	3
Appreciation Rights							\$.01	
Stock Only							Common	
Stock	\$ 12.56	05/07/2013	M	17,053	03/03/2012 ⁽³⁾	03/03/2021	Stock, Par Value	1
Appreciation Rights							\$.01	
Stock Only							Common	
Stock	\$ 15.61	05/07/2013	M	7,446	⁽⁴⁾	03/06/2022	Stock, Par Value	7
Appreciation Rights							\$.01	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUKHERJEE DEBABRATA 96 SOUTH GEORGE STREET SUITE 500 YORK, PA 17401			Vice President, Business Unit	

Signatures

Linda M. Levans
by POA 05/09/2013

____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) These SOSARs vest 1/3 in 2010, 2011, 2012 respectively.

(3) These SOSARs vest in thirds on the anniversary dates of the grant in 2012, 2013 and 2014 respectively.

(4) These SOSARs vest in thirds on the anniversary dates of the grant in 2013, 2014 and 2015 respectively.

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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