**RAPP MARTIN** Form 4 May 07, 2009

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. **SECURITIES** 

burden hours per response... 0.5

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **RAPP MARTIN** 

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

GLATFELTER P H CO [GLT]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

**96 SOUTH GEORGE** STREET, SUITE 500

(Instr. 8)

below) below) Vice President

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

(Street) Filed(Month/Day/Year)

(Month/Day/Year)

05/05/2009

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

YORK, PA 17401

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securiti Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	\$ 0 (1)	05/05/2009		A	3,860	05/05/2014	05/05/2014	Common Stock, Par Value \$.01	3,86
Sosars	\$ 9.91	05/05/2009		A	56,890	05/05/2010(2)	05/05/2019	Common Stock, Par Value \$.01	56,8

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of their reality requires	Director	10% Owner	Officer	Other		
RAPP MARTIN						
96 SOUTH GEORGE STREET			Vice			
SUITE 500			President			
YORK, PA 17401						

# **Signatures**

/s/Suzanne DeMars, attorney

in-fact 05/06/2009

\*\*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) Restricted stock units correspond 1 for 1 with common stock.
- (2) These SOSARs vest 1/3 in 2010, 2011, 2012 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.

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