

GLATFELTER P H CO
Form 4
February 29, 2016

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

2. Issuer Name and Ticker or Trading Symbol
GLATFELTER P H CO [GLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
96 SOUTH GEORGE STREET, SUITE 520
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, Bus.Unit Pres.-CFBU

YORK, PA 17401

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Only Stock Appreciation Rights	\$ 17.27	02/25/2016	A		34,740		<u>(1)</u>	02/25/2026	Common Stock, Par Value \$0.01
Performance Stock Award	<u>(2)</u>	02/25/2016	A		7,962 <u>(3)</u>		01/01/2019 <u>(4)</u>	03/15/2019	Common Stock, Par Value \$0.01
Stock Only Stock Appreciation Rights	\$ 15.61	02/25/2016	D <u>(5)</u>			18,530	<u>(6)</u>	03/06/2022	Common Stock, Par Value \$0.01
Stock Only Stock Appreciation Rights	\$ 15.61	02/25/2016	A <u>(5)</u>		18,530		<u>(6)</u>	03/06/2022	Common Stock, Par Value \$0.01

Reporting Owners

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

Signatures

Linda M. Levans
by POA

02/29/2016

**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 SOSARs vest in thirds on the anniversary dates of the grant in 2017, 2018 and 2019, respectively.
- (2) Not applicable to this transaction
- (3) PSA Award amount reflects a target number. Actual payout will range from 0% to 200% of target subject to attainment of performance goals.

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- (4) This is a Performance Share Award with a performance period of 1/1/2016-12/31/2017, and a one year vesting tail through 12/31/2018.
- (5) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on March 6, 2012 and was amended to extend the post-termination exercise period from 3 months to 3 years.
- (6) 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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