

GLATFELTER P H CO
Form 4
February 18, 2014

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 *
JACUNSKI JOHN P

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 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CFO

YORK, PA 17401
(City) (State) (Zip)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.01	02/14/2014		M ⁽¹⁾		9,137	A	\$ 29.14	45,182	D	
Common Stock, Par Value \$.01	02/14/2014		F ⁽²⁾		2,999	D	\$ 29.14	42,183	D	
Common Stock, Par Value \$.01								2,825	I	Held by 401(k)

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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Stock Award	(3)	02/14/2014		J(4)	237	03/03/2014 03/03/2014	Common Stock, Par Value \$0.01	237
Performance Stock Award	(3)	02/14/2014		M(1)	9,137	03/03/2014 03/03/2014	Common Stock, Par Value \$0.01	9,137
Performance Stock Award	(3)	02/14/2014		J(5)	2,533	03/03/2014 03/03/2014	Common Stock, Par Value \$0.01	2,533

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACUNSKI JOHN P 96 SOUTH GEORGE STREET SUITE 500 YORK, PA 17401			SVP, CFO	

Signatures

Linda M. Levans
by POA 02/18/2014

**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 78.3% of the original target (adjusted to include accrued dividend equivalents.)

(2) These shares are being withheld to satisfy tax obligations.

(3) Not applicable to this transaction

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 through the payout date, payment of which is subject to attainment of the performance goals and payment of the underlying award.

(5) Payout percentage of PSA was at 78.3%. 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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