

GLATFELTER P H CO
Form 4
November 14, 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 *
Yanavitch William T. II

(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)
11/13/2014

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, H.R. & Admin.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, Par Value \$.01 | 11/13/2014 | | M | | 12,000 A \$ 27 35,126 | D | |
| Common Stock, Par Value \$.01 | 11/13/2014 | | M | | 13,900 A \$ 27 49,026 | D | |
| Common Stock, Par Value \$.01 | 11/13/2014 | | M | | 14,880 A \$ 27 63,906 | D | |
| Common Stock, Par | 11/13/2014 | | M | | 25,100 A \$ 27 89,006 | D | |

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| | | | | | | | | |
|-------------------------------------|------------|--|------------------|--------|---|--------------------------------|--------|-------------------------|
| Value \$.01 | | | | | | | | |
| Common Stock, Par Value \$.01 | 11/13/2014 | | F ⁽¹⁾ | 10,903 | D | \$ 27 | 78,103 | D |
| Common Stock, Par Value \$.01 | 11/13/2014 | | D ⁽²⁾ | 35,069 | D | \$ 27 | 43,034 | D |
| Common Stock, Par Value \$.01 | 11/14/2014 | | S | 19,908 | D | \$ 26.796 ⁽³⁾ | 23,126 | D |
| Common Stock, Par Value \$.01 | | | | | | | 2,684 | I 401(k) Plan |

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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|--|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Only Stock Appreciation Rights | \$ 15.94 | 11/13/2014 | | M | 12,000 | 03/07/2010 | 03/07/2017 | Common Stock, Par Value \$.01 | 12,000 |
| Stock Only Stock Appreciation Rights | \$ 14.78 | 11/13/2014 | | M | 13,900 | 12/19/2010 | 12/19/2017 | Common Stock, Par Value \$.01 | 13,900 |
| Stock Only Stock Appreciation Rights | \$ 13.44 | 11/13/2014 | | M | 14,880 | 03/05/2011 | 03/05/2018 | Common Stock, Par Value \$.01 | 14,880 |
| | \$ 13.95 | 11/13/2014 | | M | 25,100 | 03/03/2011 | 03/03/2020 | | 25,100 |

Stock Only
 Stock
 Appreciation
 Rights

Common
 Stock,
 Par Value
 \$.01

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yanavitch William T. II 96 SOUTH GEORGE STREET SUITE 520 YORK, PA 17401 | | | Senior VP, H.R. & Admin. | |

Signatures

Linda M. Levans
 by POA

11/14/2014

**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) These shares are being withheld to satisfy tax obligations.
 - (2) The Company grants SARs that are settled in stock. These units represent the difference between the number of Stock-Only SARs granted, versus the number received in settlement or withheld for taxes.
 - (3) This is an average price. Shares were sold between \$26.69 and \$26.85.

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.