

MUKHERJEE DEBABRATA  
Form 4/A  
May 10, 2013

**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 \*  
MUKHERJEE DEBABRATA

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)  
05/08/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President, Business Unit

YORK, PA 17401

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/09/2013

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, Par Value \$.01   | 05/08/2013                           |  | M                              |   | 9,700   | A  | \$ 24.56                                   |
| Common Stock, Par Value \$.01   | 05/08/2013                           |  | M                              |   | 11,200  | A  | \$ 24.56                                   |
| Common Stock, Par Value \$.01   | 05/08/2013                           |  | M                              |   | 11,970  | A  | \$ 24.56                                   |
| Common Stock, Par               | 05/08/2013                           |  | M                              |   | 74,870  | A  | \$ 116,815<br>24.56                        |

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|                                     |            |              |        |   |             |         |   |  |         |
|-------------------------------------|------------|--------------|--------|---|-------------|---------|---|--|---------|
| Value \$.01                         |            |              |        |   |             |         |   |  |         |
| Common<br>Stock, Par<br>Value \$.01 | 05/08/2013 | M            | 32,560 | A | \$<br>24.56 | 149,375 | D |  |         |
| Common<br>Stock, Par<br>Value \$.01 | 05/08/2013 | M            | 17,053 | A | \$<br>24.56 | 166,428 | D |  |         |
| Common<br>Stock, Par<br>Value \$.01 | 05/08/2013 | M            | 7,446  | A | \$<br>24.56 | 173,874 | D |  |         |
| Common<br>Stock, Par<br>Value \$.01 | 05/08/2013 | <u>F</u> (1) | 34,468 | D | \$<br>24.56 | 139,406 | D |  |         |
| Common<br>Stock, Par<br>Value \$.01 | 05/08/2013 | <u>D</u> (2) | 81,784 | D | \$<br>24.56 | 57,622  | D |  |         |
| Common<br>Stock, Par<br>Value \$.01 |            |              |        |   |             | 1,127   | I |  | by 401K |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Stock Only<br>Stock<br>Appreciation<br>Rights | \$ 15.94   | 05/08/2013                           |  | M                              | 9,700   | 03/07/2010 03/07/2017                                    | Common<br>Stock,<br>Par Value<br>\$.01                      |
| Stock Only<br>Stock<br>Appreciation           | \$ 14.78   | 05/08/2013                           |  | M                              | 11,200  | 12/19/2010 12/19/2017                                    | Common<br>Stock,<br>Par Value                               |

|   |          |            |   |        |                           |            |  |  |
|---|----------|------------|---|--------|---------------------------|------------|--|--|
| Rights  |          |            |   |        |                           |            |  | \$ .01                                 |
| Stock Only<br>Stock<br>Appreciation<br>Rights | \$ 13.44 | 05/08/2013 | M | 11,970 | 03/05/2011                | 03/05/2018 |  | Common<br>Stock,<br>Par Value<br>\$.01 |
| Stock Only<br>Stock<br>Appreciation<br>Rights | \$ 9.91  | 05/08/2013 | M | 74,870 | 05/05/2010 <sup>(3)</sup> | 05/05/2019 |  | Common<br>Stock,<br>Par Value<br>\$.01 |
| Stock Only<br>Stock<br>Appreciation<br>Rights | \$ 13.95 | 05/08/2013 | M | 32,560 | 03/03/2011                | 03/03/2020 |  | Common<br>Stock,<br>Par Value<br>\$.01 |
| Stock Only<br>Stock<br>Appreciation<br>Rights | \$ 12.56 | 05/08/2013 | M | 17,053 | 03/03/2012 <sup>(4)</sup> | 03/03/2021 |  | Common<br>Stock,<br>Par Value<br>\$.01 |
| Stock Only<br>Stock<br>Appreciation<br>Rights | \$ 15.61 | 05/08/2013 | M | 7,446  | <sup>(5)</sup>            | 03/06/2022 |  | Common<br>Stock,<br>Par Value<br>\$.01 |

## Reporting Owners

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

## Signatures

Linda M. Levans  
by POA

05/10/2013

\*\*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) 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) These SOSARs vest 1/3 in 2010, 2011, 2012 respectively.
  - (4) These SOSARs vest in thirds on the anniversary dates of the grant in 2012, 2013 and 2014 respectively.

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(5) 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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