

GLATFELTER P H CO

Form 4

February 17, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACUNSKI JOHN P

(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)
02/13/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec VP, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, Par Value \$.01	02/13/2015		M ⁽¹⁾	7,433 A	\$ 24.89 55,380	D	
Common Stock, Par Value \$.01	02/13/2015		F ⁽²⁾	2,480 D	\$ 24.89 52,900	D	
Common Stock, Par Value \$.01					3,025	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Award	(3)	02/13/2015		J(4)		461		01/01/2015	03/15/2015	Common Stock, Par Value \$.01	461
Performance Stock Award	(3)	02/13/2015		J(5)		5,020		01/01/2015	03/15/2015	Common Stock, Par Value \$.01	5,020
Performance Stock Award	(3)	02/13/2015		M(1)		7,433		01/01/2015	03/15/2015	Common Stock, Par Value \$.01	7,433

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACUNSKI JOHN P 96 SOUTH GEORGE STREET SUITE 520 YORK, PA 17401			Exec VP, CFO	

Signatures

Linda M. Levans
by POA 02/17/2015

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 59.7% 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
- (4) 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, payment of which is subject to attainment of the performance goals and payment of the underlying award.
- (5) Payout percentage of PSA was at 59.7%. 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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