

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
X Officer (give title below) ___ Other (specify below)

Senior VP, H.R. & Admin.

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 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 11/13/2014 F⁽¹⁾ 10,903 D \$ 27 78,103 D
Value \$.01

Common
Stock, Par 11/13/2014 D⁽²⁾ 35,069 D \$ 27 43,034 D
Value \$.01

Common
Stock, Par 11/14/2014 S 19,908 D \$ 26.796 23,126 D
Value \$.01 ⁽³⁾

Common
Stock, Par 2,684 I 401(k)
Value \$.01 Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
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.

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