GLATFELTER PHCO

Form 3

September 21, 2006

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

(Last)

 RAPP MARTIN

(First)

(Middle)

Statement

(Month/Day/Year)

09/14/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GLATFELTER P H CO [GLT]

4. Relationship of Reporting

(Check all applicable)

96 SOUTH GEORGE STREET, Â SUITE 500

(Street)

Director

10% Owner Other

Filed(Month/Day/Year)

5. If Amendment, Date Original

_X__ Officer

Person(s) to Issuer

(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Vice President Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

YORK, PAÂ 17401

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

6. Nature of Indirect 5. Beneficial Ownership Form of Ownership Derivative (Instr. 5)

Date Exercisable Expiration

Date

Amount or Number of Shares

Security: Security Direct (D)

or Indirect (I)

1

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(Instr. 5)

Restricted 12/31/2010 $\underline{\ }^{(1)}$ 12/31/2010 Common Stock, Par Value \$.01

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RAPP MARTIN

96 SOUTH GEORGE STREET SUITE 500

YORK, PAÂ 17401

Relationships

Other

A Vice President Â

Signatures

Suzanne DeMars 09/21/2006

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock units (RSUs). These RSUs will lapse, and the restriction will cease after five years, with a vesting schedule of 33 1/3 after years 3, 4 and 5.

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.

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