

GLATFELTER P H CO

Form 4

February 16, 2016

FORM 4

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

OMB APPROVAL

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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 *
Matsumoto Kent K.

(Last) (First) (Middle)

96 S. 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)
02/12/2016

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)

VP, Gnl. Counsel & Secretary

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock, Par Value \$.01 | 02/12/2016 | | M ⁽¹⁾ | | 320 A \$ 17.01 | 320 | D |
| Common Stock, Par Value \$.01 | 02/12/2016 | | M ⁽¹⁾ | | 582 A \$ 17.01 | 902 | D |
| Common Stock, Par Value \$.01 | 02/12/2016 | | F ⁽²⁾ | | 373 D \$ 17.01 | 529 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Performance Stock Award <u>(3)</u> | <u>(4)</u> | 02/12/2016 | | J ⁽⁵⁾ | 73 | 01/01/2016 03/15/2016 | Common Stock, Par Value \$0.01 | 73 |
| Performance Stock Award <u>(3)</u> | <u>(4)</u> | 02/12/2016 | | J ⁽⁵⁾ | 114 | 01/01/2016 03/15/2016 | Common Stock, Par Value \$0.01 | 114 |
| Performance Stock Award <u>(3)</u> | <u>(4)</u> | 02/12/2016 | | J ⁽⁶⁾ | 739 | 01/01/2016 03/15/2016 | Common Stock, Par Value \$0.01 | 739 |
| Performance Stock Award <u>(3)</u> | <u>(4)</u> | 02/12/2016 | | J ⁽⁶⁾ | 1,109 | 01/01/2016 03/15/2016 | Common Stock, Par Value \$0.01 | 1,109 |
| Performance Stock Award <u>(3)</u> | <u>(4)</u> | 02/12/2016 | | M ⁽¹⁾ | 320 | 01/01/2016 03/15/2016 | Common Stock, Par Value \$0.01 | 320 |
| Performance Stock Award <u>(3)</u> | <u>(4)</u> | 02/12/2016 | | M ⁽¹⁾ | 582 | 01/01/2016 03/15/2016 | Common Stock, Par Value \$0.01 | 582 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Matsumoto Kent K. 96 S. GEORGE STREET SUITE 520 YORK, PA 17401 | | | VP, Gnl. Counsel & Secretary | |

Signatures

Linda M. Levans
by POA

02/16/2016

__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 24.7% of the original target as adjusted to include accrued dividend equivalents.
 - (2) These shares are being withheld to satisfy tax obligations.
 - (3) PSA Award amount reflects a target number. Actual payout will range from 0% to 150% of target subject to attainment of performance goals.
 - (4) Not applicable to this transaction
 - (5) 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 through the payout date, payment of which is subject to attainment of the performance goals and payment of the underlying award.
 - (6) Payout percentage of PSA was at 24.7%. 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. 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.