

MUKHERJEE DEBABRATA
 Form 4
 May 09, 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)
05/07/2013

____ 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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$.01 | 05/07/2013 | | M | | 9,700 | A | \$ 24.67 |
| Common Stock, Par Value \$.01 | 05/07/2013 | | M | | 11,200 | A | \$ 24.67 |
| Common Stock, Par Value \$.01 | 05/07/2013 | | M | | 11,970 | A | \$ 24.67 |
| Common Stock, Par | 05/07/2013 | | M | | 74,870 | A | \$ 24.67 |
| | | | | | | | 116,815 |

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| | | | | | | | | | |
|-------------------------------------|------------|-------------|--------|---|-------------|---------|---|--|---------|
| Value \$.01 | | | | | | | | | |
| Common Stock, Par Value \$.01 | 05/07/2013 | M | 32,560 | A | \$ 24.67 | 149,375 | D | | |
| Common Stock, Par Value \$.01 | 05/07/2013 | M | 17,053 | A | \$ 24.67 | 166,428 | D | | |
| Common Stock, Par Value \$.01 | 05/07/2013 | M | 7,446 | A | \$ 24.67 | 173,874 | D | | |
| Common Stock, Par Value \$.01 | 05/07/2013 | <u>F(1)</u> | 34,619 | D | \$ 24.67 | 139,255 | D | | |
| Common Stock, Par Value \$.01 | | | | | | 1,127 | I | | by 401K |

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

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.

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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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Only Stock Appreciation Rights | \$ 15.94 | 05/07/2013 | | M | 9,700 | 03/07/2010 03/07/2017 | Common Stock, Par Value \$.01 |
| Stock Only Stock Appreciation Rights | \$ 14.78 | 05/07/2013 | | M | 11,200 | 12/19/2010 12/19/2017 | Common Stock, Par Value \$.01 |
| Stock Only Stock | \$ 13.44 | 05/07/2013 | | M | 11,970 | 03/05/2011 03/05/2018 | Common Stock, |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|----------------------------------|--------------------|
| Appreciation Rights | | | | | | | | Par Value \$.01 |
| Stock Only Stock Appreciation Rights | \$ 9.91 | 05/07/2013 | M | 74,870 | 05/05/2010 ⁽²⁾ | 05/05/2019 | Common Stock, Par Value \$.01 | 7 |
| Stock Only Stock Appreciation Rights | \$ 13.95 | 05/07/2013 | M | 32,560 | 03/03/2011 | 03/03/2020 | Common Stock, Par Value \$.01 | 3 |
| Stock Only Stock Appreciation Rights | \$ 12.56 | 05/07/2013 | M | 17,053 | 03/03/2012 ⁽³⁾ | 03/03/2021 | Common Stock, Par Value \$.01 | 1 |
| Stock Only Stock Appreciation Rights | \$ 15.61 | 05/07/2013 | M | 7,446 | ⁽⁴⁾ | 03/06/2022 | Common Stock, Par Value \$.01 | 7 |

Reporting Owners

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

Signatures

Linda M. Levans
by POA
05/09/2013

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