

GLATFELTER P H CO
Form 4
February 29, 2016

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 *
JACUNSKI JOHN P

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 520
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2016

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

YORK, PA 17401
(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or (D) | Disposed of (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title |
|--------------------------------------|------------------------------|------------------|------------------|-----------------------|----------------------------------|---------------------------|-----------------|--------------------------------|
| Stock Only Stock Appreciation Rights | \$ 12.56 | 02/25/2016 | D ⁽¹⁾ | | 39,300 | 03/03/2012 ⁽²⁾ | 03/03/2021 | Common Stock, Par Value \$0.01 |
| Stock Only Stock Appreciation Rights | \$ 12.56 | 02/25/2016 | A ⁽¹⁾ | 39,300 | | 03/03/2012 ⁽²⁾ | 03/03/2021 | Common Stock, Par Value \$0.01 |
| Stock Only Stock Appreciation Rights | \$ 15.61 | 02/25/2016 | D ⁽³⁾ | | 33,790 | ⁽⁴⁾ | 03/06/2022 | Common Stock, Par Value \$0.01 |
| Stock Only Stock Appreciation Rights | \$ 15.61 | 02/25/2016 | A ⁽³⁾ | 33,790 | | ⁽⁴⁾ | 03/06/2022 | Common Stock, Par Value \$0.01 |
| Stock Only Stock Appreciation Rights | \$ 17.27 | 02/25/2016 | A | 72,639 | | ⁽⁵⁾ | 02/25/2026 | Common Stock, Par Value \$0.01 |
| Performance Stock Award | ⁽⁶⁾ | 02/25/2016 | A | 16,647 ⁽⁷⁾ | | 01/01/2019 ⁽⁸⁾ | 03/15/2019 | Common Stock, Par Value \$0.01 |

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

02/29/2016

 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) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on March 3, 2011 and was amended to extend the post-termination exercise period from 3 months to 3 years.
- (2) These SOSARs vest in thirds on the anniversary dates of the grant in 2012, 2013 and 2014 respectively.
- (3) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on March 6, 2012 and was amended to extend the post-termination exercise period from 3 months to 3 years.
- (4) These SOSARs vest in thirds on the anniversary dates of the grant in 2013, 2014 and 2015 respectively.
- (5) These SOSARs vest in thirds on the anniversary dates of the grant in 2017, 2018 and 2019, respectively.
- (6) Not applicable to this transaction
- (7) PSA Award amount reflects a target number. Actual payout will range from 0% to 200% of target subject to attainment of performance goals.
- (8) This is a Performance Share Award with a performance period of 1/1/2016-12/31/2017, and a one year vesting tail through 12/31/2018.

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.