Heinrichs Steven S Form 4/A February 10, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Heinrichs Steven S

3460 PRESTON RIDGE ROAD

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Neenah Paper Inc [NP]

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2005

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) Sr. VP, General Counsel & Sec.

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

02/23/2005

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

ALPHARETTA, GA 30005

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

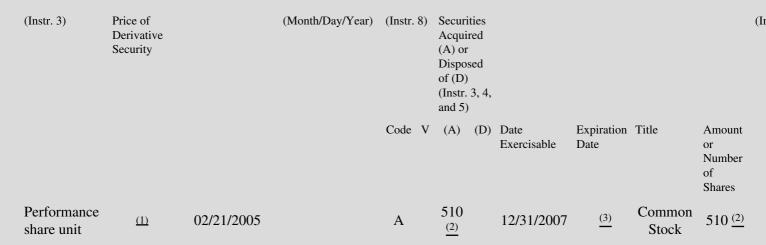
5. Number 4. Transactionof

Code

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

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

#### Edgar Filing: Heinrichs Steven S - Form 4/A



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Heinrichs Steven S 3460 PRESTON RIDGE ROAD ALPHARETTA, GA 30005

Sr. VP, General Counsel & Sec.

# **Signatures**

Steven S. Heinrichs 02/10/2006

\*\*Signature of Date
Reporting Person

## **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) The units are convertible to common stock on a one-for-one basis.
- The number of units originally granted was subject to adjustment based upon the attainment of certain performance criteria on December (2) 31, 2005. This amendment reports the adjusted number of units approved by the Compensation Committee of the Board of Directors on February 7, 2006.
- (3) The units do not have an expiration date.

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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