

Sullivan Mark A
Form 4
March 08, 2012

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 *
Sullivan Mark A

(Last) (First) (Middle)
96 SOUTH GEORGE STREET, SUITE 500
(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)
03/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
V. P. Global Supply Chain

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$.01 | 03/07/2012 | | A ⁽⁵⁾ | 1,700 | A \$ 15.68 | 23,165 | D |
| Common Stock, Par Value \$.01 | 03/07/2012 | | F ⁽³⁾ | 514 | D \$ 15.68 | 22,651 | D |
| Common Stock, Par Value \$.01 | | | | | | 3,308 | I 401(k) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Only Stock Appreciation Rights | \$ 12.61 | 03/06/2012 | | A | 17,090 | (4) 03/06/2022 | Common Stock, Par Value \$0.17,000 |
| Performance Stock Award | (1) | 03/06/2012 | | A | 5,970 (2) | 01/01/2015 03/15/2015 | Common Stock, Par Value \$0.15,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan Mark A 96 SOUTH GEORGE STREET SUITE 500 YORK, PA 17401 | | | V. P. Global Supply Chain | |

Signatures

Linda M. Levans
by POA 03/08/2012

**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) Not applicable to this transaction
- (2)

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PSA Award amount reflects a target number. Actual payout will range from 0% to 150% of target subject to attainment of performance goals.

- (3) These shares are being withheld to satisfy tax obligations.
- (4) These SOSARs vest in thirds on the anniversary dates of the grant in 2013, 2014 and 2015 respectively.
- (5) These are Restricted Stock Units (RSUs) granted on March 7, 2007, on which all restrictions lapsed on March 7, 2012. RSUs correspond 1 for 1 with common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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