GLATFELTER PHCO

Form 4

February 27, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hillard Samuel L.

2. Issuer Name and Ticker or Trading Symbol

Issuer

GLATFELTER P H CO [GLT]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

02/23/2017

96 S. GEORGE STREET, SUITE 520

(Street)

below) below) Vice Pres., Corp Dev&Strategy

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

YORK, PA 17401

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(A)

Reported 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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Securities Security or Exercise any Code (Month/Day/Year)

7. Title and Amou

Underlying Securi

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Performance Stock Award	<u>(1)</u>	02/23/2017		A		7,689 (2)		12/31/2019(3)	03/15/2020	Common Stock, Par Value \$.01	7,6
Restricted Stock Units	<u>(4)</u>	02/23/2017		A		5,126		02/23/2020	02/23/2020	Common Stock, Par Value \$.01	5,1

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Hillard Samuel L.

96 S. GEORGE STREET

Vice Pres., Corp Dev&Strategy **SUITE 520**

YORK, PA 17401

Signatures

Linda M. Levans 02/27/2017 by POA

Date **Signature of Reporting

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
- PSA Award amount reflects a target number. Actual payout will range from 0% to 200% of target subject to attainment of performance **(2)**
- (3) This is a Performance Share Award with a performance period of 1/1/2017-12/31/2018, and a one year vesting tail through 12/31/2019.
- (4) Not applicable to this transaction. RSUs have no value until all restrictions lapse on the final vesting 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.

Reporting Owners 2