GLATFELTER PHCO

Form 4

February 27, 2017

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

OMB APPROVAL

Estimated average burden hours per

response...

subject to **SECURITIES** Section 16. Form 4 or Form 5 obligations

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **RAPP MARTIN**

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

GLATFELTER P H CO [GLT]

(Check all applicable)

Senior VP, Bus. Unit Pres.-CFBU

96 SOUTH GEORGE

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

Director X_ Officer (give title below)

10% Owner Other (specify

STREET, SUITE 520

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

(Street)

Filed(Month/Day/Year)

02/23/2017

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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 (I) (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 5. Number 6. Date Exercisable and Expiration 7. Title and Am Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Date Underlying Sec Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

Edgar Filing: GLATFELTER P H CO - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance Stock Award	(1)	02/23/2017		A	6,972 (2)	12/31/2019 <u>(3)</u>	03/15/2020	Common Stock, Par Value \$.01
Restricted Stock Units	<u>(4)</u>	02/23/2017		A	4,648	02/23/2020	02/23/2020	Common Stock, Par Value \$.01
Performance Stock Award	<u>(1)</u>					01/01/2017	02/23/2017(5)	Common Stock, Par Value \$.01

Reporting Owners

Penerting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Senior VP, Bus. Unit Pres.-CFBU

RAPP MARTIN

96 SOUTH GEORGE STREET

SUITE 520

501111 520

YORK, PA 17401

Signatures

Linda M. Levans by POA 02/27/2017

**Signature of Reporting Date
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) Not applicable to this transaction
- (2) PSA Award amount reflects a target number. Actual payout will range from 0% to 200% of target subject to attainment of performance goals.
- (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.

Reporting Owners 2

Edgar Filing: GLATFELTER P H CO - Form 4

- (5) Date of Board determination of Performance Share Award payout percentage.
- (6) Company performance targets for 3,510 PSAs granted 2/26/2014 were not met, so grant will expire with no payout.

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.