

Brown Bruce
Form 4
May 04, 2018

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 *
Brown Bruce

(Last) (First) (Middle)

96 S. 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)
05/02/2018

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)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par Value \$.01	05/02/2018		M		3,658 A \$ 16.43	6,087	D
Common Stock, Par Value \$.01	05/04/2018		M		6,253 A \$ 16.49	12,340	D
Common Stock, Par Value \$.01	05/04/2018		M		170 A \$ 16.49	12,510	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/02/2018		M	3,658	05/07/2018 ⁽²⁾	05/07/2018	Common Stock, Par Value \$.01	3,658
Restricted Stock Units	<u>(1)</u>	05/03/2018		A	7,042	05/03/2019	05/03/2019	Common Stock, Par Value \$.01	7,042
Restricted Stock Units ⁽³⁾	<u>(4)</u>	05/04/2018		A	170	05/04/2018	05/04/2018	Common Stock, Par Value \$.01	170
Restricted Stock Units	<u>(1)</u>	05/04/2018		M	6,253	05/04/2018	05/04/2018	Common Stock, Par Value \$.01	6,253
Restricted Stock Units ⁽³⁾	<u>(4)</u>	05/04/2018		M	170	05/04/2018	05/04/2018	Common Stock, Par Value \$.01	170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Bruce 96 S. GEORGE STREET SUITE 500			X	

YORK, PA 17401

Signatures

Linda M. Levans
by POA

05/04/2018

__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. RSUs have no value until all restrictions lapse on the final vesting date.
- (2) This grant vests one-third on 5/7/2016, one-third on 5/7/2017 and the final one-third vests, and all restrictions lapse, on 5/7/2018, or the day prior to the 2018 annual meeting of shareholders.
- (3) These are dividend equivalents in the form of additional Restricted Stock Units ("RSUs") that have accrued on the 5/4/2017 Director RSU Grant reported previously. The dividend equivalents are added to the initial grant at the time of payout.
- (4) Not applicable to this transaction

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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