GLATFELTER PHCO Form 4/A

May 06, 2016

FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

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. See Instruction

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

GLATFELTER P H CO [GLT]

3. Date of Earliest Transaction

(Month/Day/Year)

96 S. GEORGE STREET, SUITE 520

(First)

03/21/2016

(Middle)

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

03/22/2016

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

below) below)

Vice Pres., Corp Dev&Strategy

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 (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed

Execution Date, if Code (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or 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 (T)

Ownership (Instr. 4) (Instr. 4)

(9-02)

(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 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 Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Performance Stock Award	<u>(2)</u>	03/21/2016		A	7,611 (3)	01/01/2019(4)	03/15/2019	Common Stock, Par Value \$.01	7,6
Performance Stock Award	(2)	03/21/2016		A	7,740 (3)	01/01/2018(5)	03/15/2018	Common Stock, Par Value \$.01	7,7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hillard Samuel L. 96 S. GEORGE STREET SUITE 520

Vice Pres., Corp Dev&Strategy

YORK, PA 17401

Signatures

Linda M. Levans by POA 05/06/2016

**Signature of Reporting 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).
- These grants were initially reported in the aggregate with the same vesting schedule. This amendment is filed to separate the grant into two portions and clarify the respective vesting schedule of each.
- (2) Not applicable to this transaction
- (3) PSA Award amount reflects a target number. Actual payout will range from 0% to 200% of target subject to attainment of performance goals.
- (4) This is a Performance Share Award with a performance period of 1/1/2016-12/31/2017, and a one year vesting tail through 12/31/2018.
- (5) This is a Performance Share Award with a three year performance period from 1/1/2015 to 12/31/2017.

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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