

GLATFELTER P H CO  
Form 4  
February 29, 2016

**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 \*  
Sullivan Mark A

2. Issuer Name and Ticker or Trading Symbol  
GLATFELTER P H CO [GLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
96 SOUTH GEORGE STREET, SUITE 500  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

V. P. Global Supply Chain

YORK, PA 17401

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Only Stock Appreciation Rights	\$ 9.91	02/25/2016							Common Stock, Par Value \$0.01	
			D <sup>(1)</sup>		53,190		05/05/2010 <sup>(2)</sup>	05/05/2019		
Stock Only Stock Appreciation Rights	\$ 9.91	02/25/2016							Common Stock, Par Value \$0.01	
			A <sup>(1)</sup>		53,190		05/05/2010 <sup>(2)</sup>	05/05/2019		
Stock Only Stock Appreciation Rights	\$ 13.95	02/25/2016							Common Stock, Par Value \$0.01	
			D <sup>(3)</sup>			20,800	03/03/2011	03/03/2020		
Stock Only Stock Appreciation Rights	\$ 13.95	02/25/2016							Common Stock, Par Value \$0.01	
			A <sup>(3)</sup>		20,800		03/03/2011	03/03/2020		
Stock Only Stock Appreciation Rights	\$ 12.56	02/25/2016							Common Stock, Par Value \$0.01	
			D <sup>(4)</sup>			16,100	03/03/2012 <sup>(5)</sup>	03/03/2021		
Stock Only Stock Appreciation Rights	\$ 12.56	02/25/2016							Common Stock, Par Value \$0.01	
			A <sup>(4)</sup>		16,100		03/03/2012 <sup>(5)</sup>	03/03/2021		
Stock Only Stock Appreciation Rights	\$ 15.61	02/25/2016							Common Stock, Par Value \$0.01	
			D <sup>(6)</sup>			17,090	<sup>(7)</sup>	03/06/2022		
Stock Only Stock Appreciation Rights	\$ 15.61	02/25/2016							Common Stock, Par Value \$0.01	
			A <sup>(6)</sup>		17,090		<sup>(7)</sup>	03/06/2022		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Mark A 96 SOUTH GEORGE STREET			V. P. Global Supply Chain	

SUITE 500  
YORK, PA 17401

## Signatures

Linda M. Levans  
by POA

02/29/2016

\_\_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) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on May 5, 2009 and was amended to extend the post-termination exercise period from 3 months to 3 years.
  - (2) These SOSARs vest 1/3 in 2010, 2011, 2012 respectively.
  - (3) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on March 3, 2010 and was amended to extend the post-termination exercise period from 3 months to 3 years.
  - (4) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on March 3, 2011 and was amended to extend the post-termination exercise period from 3 months to 3 years.
  - (5) These SOSARs vest in thirds on the anniversary dates of the grant in 2012, 2013 and 2014 respectively.
  - (6) Amendment of outstanding SAR resulting in deemed cancellation of SAR and re-grant of replacement SAR. The SAR was originally granted on March 6, 2012 and was amended to extend the post-termination exercise period from 3 months to 3 years.
  - (7) These SOSARs vest in thirds on the anniversary dates of the grant in 2013, 2014 and 2015 respectively.

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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