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GLATFELTER P H CO  
Form S-8 POS  
February 07, 2003

As filed with the Securities and Exchange Commission  
on February 7, 2003

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

P. H. GLATFELTER COMPANY  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Pennsylvania  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

23-0628360  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

96 South George Street, Suite 500, York, Pennsylvania  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

17401  
(ZIP CODE)

P. H. Glatfelter Company  
401(k) Savings Plan for Neenah Hourly Employees  
(FULL TITLE OF THE PLAN)

Markus R. Mueller  
Corporate Counsel, Secretary and  
Director of Policy and Compliance  
96 South George Street, Suite 500  
York, PA 17401  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(717) 225-4711  
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPY TO:  
MORRIS CHESTON, JR., ESQUIRE  
BALLARD SPAHR ANDREWS & INGERSOLL, LLP  
1735 MARKET STREET, 51ST FLOOR  
PHILADELPHIA, PENNSYLVANIA 19103-7599  
(215) 665-8500

The Board of Directors of P. H. Glatfelter Company (the "Company") adopted the Company's 401(k) Savings Plan for Neenah Hourly Employees (the "Plan") on June 24, 1998 and the Plan became effective on January 1, 1999. The Board of Directors amended the Plan a number of times since January 1, 1999, including an amendment that changed the name of the Plan to the Glatfelter 401(k) Savings Plan for Neenah Hourly Employees.

On November 9, 1998, the Company filed Registration Statement No. 333-66991 on Form S-8 (the "Registration Statement") to register 60,000 shares of common stock, par value \$.01 per share, of the Company (the "Common Stock"), such shares constituting all of the shares available for issuance under the Plan, and an indeterminate amount of interests in the Plan.

On March 8, 2002, the Board of Directors of the Company approved an

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action to merge the Plan with and into the Profit Sharing Plan of P. H. Glatfelter Company and The Glatfelter Pulp Wood Company (Spring Grove Hourly Group), effective at 11:59 p.m. on December 31, 2002, upon which the separate existence of the Plan will terminate. As of the effective time of the termination of the Plan, 34,902 shares of the 60,000 shares of Common Stock available for issuance under the Plan had been issued and sold.

Accordingly, the Company hereby deregisters a total of 25,098 shares of Common Stock, which amount constitutes all of the shares of Common Stock available for issuance under the Plan which remained unsold at the termination of the Plan.

2

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of York, Commonwealth of Pennsylvania, on January 31, 2003.

P. H. GLATFELTER COMPANY

By: /s/ George H. Glatfelter II

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George H. Glatfelter II  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature

Title

-----  
/s/ Robert E. Chappell

-----  
Director

-----  
Robert E. Chappell

-----  
/s/ Kathleen Dahlberg

-----  
Director

-----  
Kathleen Dahlberg

-----  
/s/ Nicholas DeBenedictis

-----  
Director

-----  
Nicholas DeBenedictis

-----  
/s/ Patricia G. Foulkrod

-----  
Director

-----  
Patricia G. Foulkrod

-----  
/s/ George H. Glatfelter II

-----  
Director and Chief Executive

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George H. Glatfelter II

Officer (Principal Executive  
Officer)

3

/s/ J. Robert Hall  
-----  
J. Robert Hall

Director

/s/ M. Alanson Johnson II  
-----  
M. Alanson Johnson II

Director

/s/ Ronald J. Naples  
-----  
Ronald J. Naples

Director

/s/ Robert P. Newcomer  
-----  
Robert P. Newcomer

Director and Acting Chief Financial  
Officer (Principal Financial Officer)

/s/ C. Matthew Smith  
-----  
C. Matthew Smith

Corporate Controller and  
Principal Accounting Officer

/s/ Richard L. Smoot  
-----  
Richard L. Smoot

Director

/s/ Lee C. Stewart  
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Lee C. Stewart

Director

4

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of York, Commonwealth of Pennsylvania, on January 31, 2003.

P. H. GLATFELTER COMPANY  
401(K) SAVINGS PLAN FOR  
NEENAH HOURLY EMPLOYEES

By: /s/ John R. Anke  
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John R. Anke  
Plan Administrator

