

MUKHERJEE DEBABRATA
Form 4/A
May 10, 2013

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 *
MUKHERJEE DEBABRATA

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)
05/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Business Unit

YORK, PA 17401

4. If Amendment, Date Original Filed(Month/Day/Year)
05/09/2013

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$.01 | 05/08/2013 | | M | | 9,700 | A | \$ 24.56 |
| Common Stock, Par Value \$.01 | 05/08/2013 | | M | | 11,200 | A | \$ 24.56 |
| Common Stock, Par Value \$.01 | 05/08/2013 | | M | | 11,970 | A | \$ 24.56 |
| Common Stock, Par | 05/08/2013 | | M | | 74,870 | A | \$ 24.56 |
| | | | | | | | 116,815 |

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| | | | | | | | | | |
|-------------------------------------|------------|--------------|--------|---|-------------|---------|---|--|---------|
| Value \$.01 | | | | | | | | | |
| Common Stock, Par Value \$.01 | 05/08/2013 | M | 32,560 | A | \$ 24.56 | 149,375 | D | | |
| Common Stock, Par Value \$.01 | 05/08/2013 | M | 17,053 | A | \$ 24.56 | 166,428 | D | | |
| Common Stock, Par Value \$.01 | 05/08/2013 | M | 7,446 | A | \$ 24.56 | 173,874 | D | | |
| Common Stock, Par Value \$.01 | 05/08/2013 | <u>F</u> (1) | 34,468 | D | \$ 24.56 | 139,406 | D | | |
| Common Stock, Par Value \$.01 | 05/08/2013 | <u>D</u> (2) | 81,784 | D | \$ 24.56 | 57,622 | D | | |
| Common Stock, Par Value \$.01 | | | | | | 1,127 | I | | by 401K |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
| Stock Only Stock Appreciation Rights | \$ 15.94 | 05/08/2013 | | M | 9,700 | 03/07/2010 03/07/2017 | Common Stock, Par Value \$.01 |
| Stock Only Stock Appreciation | \$ 14.78 | 05/08/2013 | | M | 11,200 | 12/19/2010 12/19/2017 | Common Stock, Par Value |

| | | | | | | | | |
|---|----------|------------|---|--------|---------------------------|------------|--|--|
| Rights | | | | | | | | \$.01 |
| Stock Only Stock Appreciation Rights | \$ 13.44 | 05/08/2013 | M | 11,970 | 03/05/2011 | 03/05/2018 | | Common Stock, Par Value \$.01 |
| Stock Only Stock Appreciation Rights | \$ 9.91 | 05/08/2013 | M | 74,870 | 05/05/2010 ⁽³⁾ | 05/05/2019 | | Common Stock, Par Value \$.01 |
| Stock Only Stock Appreciation Rights | \$ 13.95 | 05/08/2013 | M | 32,560 | 03/03/2011 | 03/03/2020 | | Common Stock, Par Value \$.01 |
| Stock Only Stock Appreciation Rights | \$ 12.56 | 05/08/2013 | M | 17,053 | 03/03/2012 ⁽⁴⁾ | 03/03/2021 | | Common Stock, Par Value \$.01 |
| Stock Only Stock Appreciation Rights | \$ 15.61 | 05/08/2013 | M | 7,446 | ⁽⁵⁾ | 03/06/2022 | | Common Stock, Par Value \$.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUKHERJEE DEBABRATA 96 SOUTH GEORGE STREET SUITE 500 YORK, PA 17401 | | | Vice President, Business Unit | |

Signatures

Linda M. Levans
by POA

05/10/2013

**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) These shares are being withheld to satisfy tax obligations.
 - (2) The Company grants SARs that are settled in stock. These units represent the difference between the number of Stock-Only SARs granted, versus the number received in settlement or withheld for taxes.
 - (3) These SOSARs vest 1/3 in 2010, 2011, 2012 respectively.
 - (4) These SOSARs vest in thirds on the anniversary dates of the grant in 2012, 2013 and 2014 respectively.

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(5) 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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