

Brown Bruce
Form 4
May 04, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 |
| Common Stock, Par Value \$.01 | 05/04/2018 | | M | | 6,253 | A | \$ 16.49 |
| Common Stock, Par Value \$.01 | 05/04/2018 | | M | | 170 | A | \$ 16.49 |

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.

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 (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 |
| Restricted Stock Units | <u>(1)</u> | 05/02/2018 | | M | 3,658 | 05/07/2018 ⁽²⁾ 05/07/2018 | Common Stock, Par Value \$0.01 |
| Restricted Stock Units | <u>(1)</u> | 05/03/2018 | | A | 7,042 | 05/03/2019 05/03/2019 | Common Stock, Par Value \$0.01 |
| Restricted Stock Units ⁽³⁾ | <u>(4)</u> | 05/04/2018 | | A | 170 | 05/04/2018 05/04/2018 | Common Stock, Par Value \$0.01 |
| Restricted Stock Units | <u>(1)</u> | 05/04/2018 | | M | 6,253 | 05/04/2018 05/04/2018 | Common Stock, Par Value \$0.01 |
| Restricted Stock Units ⁽³⁾ | <u>(4)</u> | 05/04/2018 | | M | 170 | 05/04/2018 05/04/2018 | Common Stock, Par Value \$0.01 |

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.

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.