MUKHERJEE DEBABRATA
Form 4/A
May 10, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUKHERJEE DEBABRATA

(Last) (First) (Middle)

96 SOUTH 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)
05/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $.01	05/08/2013		M		9,700	A	$ 24.56	18,775	D	
Common Stock, Par Value $.01	05/08/2013		M		11,200	A	$ 24.56	29,975	D	
Common Stock, Par Value $.01	05/08/2013		M		11,970	A	$ 24.56	41,945	D	
Common Stock, Par	05/08/2013		M		74,870	A	$ 24.56	116,815	D	

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		F (1)	34,468	D	$ 24.56	139,406	D	
Common Stock, Par Value $.01	05/08/2013		D (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.

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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 (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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Only Stock Appreciation Rights	$ 15.94	05/08/2013		M			9,700	03/07/2010	03/07/2017	Common Stock, Par Value $.01	9
Stock Only Stock Appreciation	$ 14.78	05/08/2013		M			11,200	12/19/2010	12/19/2017	Common Stock, Par Value	1

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	1
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	74
Stock Only Stock Appreciation Rights	$ 13.95	05/08/2013	M	32,560	03/03/2011	03/03/2020	Common Stock, Par Value $.01	32
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	17
Stock Only Stock Appreciation Rights	$ 15.61	05/08/2013	M	7,446	(5)	03/06/2022	Common Stock, Par Value $.01	7

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 repesent 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.

(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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