

GLATFELTER GEORGE H II

Form 4

December 18, 2009

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 *
GLATFELTER GEORGE H II

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)

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

YORK, PA 17401

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, Par Value \$.01	08/22/2008		S		1,700 D \$ 15.02	238,300	I Held by Trust <u>(1)</u> <u>(2)</u>
Common Stock, Par Value \$.01	08/22/2008		S		5,000 D \$ 15	233,300	I Held by Trust <u>(1)</u> <u>(2)</u>
Common Stock, Par Value \$.01	08/28/2008		S		33,000 D \$ 15	200,300	I Held by Trust <u>(1)</u> <u>(2)</u>
Common Stock, Par	10/31/2008		S		20,000 D \$ 10.16	180,300	I Held by Trust <u>(1)</u> <u>(2)</u>

Value \$.01

Common Stock, Par Value \$.01	10/31/2008	S	20,000	D	\$ 10.25	160,300	I	Held by Trust <u>(1)</u> <u>(2)</u>
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Common Stock, Par Value \$.01	11/04/2008	S	20,000	D	\$ 10.66	140,300	I	Held by Trust <u>(1)</u> <u>(2)</u>
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Common Stock, Par Value \$.01						68,397	D	
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Common Stock, Par Value \$.01						4,410	I	Held by 401k
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLATFELTER GEORGE H II 96 SOUTH GEORGE STREET SUITE 500 YORK, PA 17401	X		Chairman & CEO	

Signatures

/s/Suzanne DeMars,
attorney-in-fact

12/18/2009

__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) The reporting person is a trustee of the Irrevocable Trust of George H. Glatfelter dated 10/19/76 (the "1976 Trust") and disclaims beneficial ownership of the reported securities of P. H. Glatfelter Company (the "Company").

As a co-trustee of the 1976 Trust, the reporting person was the indirect holder of 240,000 shares of Company common stock prior to the 1976 Trust's first sale of 1,700 shares of Company common stock on August 22, 2008. The transactions for the 1976 Trust which are

- (2) reported on this Form 4 Report were executed by the other co-trustee of the 1976 Trust without the knowledge of the reporting person. Following the transactions reported on this Form 4 Report, the reporting person was the indirect holder of 140,300 shares of Company common stock owned by the 1976 Trust as of November 4, 2008.

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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