

GLATFELTER GEORGE H II  
 Form 4/A  
 March 03, 2010

**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 \*  
 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  
 (Street)

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

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

YORK, PA 17401  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/18/2009

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  | (D)  | Price                             |
| Common Stock, Par Value \$.01   | 08/28/2008                           |  | S                              |   | 33,300  | D  | \$ 15                             |
|                                 |                                      |  |                                |   | 200,000   | I  |                                   |
|                                 |                                      |  |                                |   |   |  | Held by Trust (1) (2)             |

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)**

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| 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

/s/Suzanne DeMars,  
attorney-in-fact

03/03/2010

\*\*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").
- On December 18, 2009, the reporting person filed a Form 4 to report transactions by the 1976 Trust that occurred between August 22, 2008 and November 4, 2008. The sales report furnished by the administrator of the 1976 Trust to the reporting person, which was subsequently used in the preparation of the Form 4, contained a typographical error and indicated that 33,000 shares of Company common stock were sold on August 28, 2008, when in fact, 33,300 shares of Company stock were sold on that date. This Form 4/A is being filed to accurately reflect that sale. As of November 4, 2008, the date of the last transaction reported on the Form 4 filed on December 18, 2009, the reporting person was the direct beneficial owner of 68,397 shares of Company common stock, the indirect owner of 4,410 shares of Company common stock held through the Company's 401(k) plan, and the indirect owner of 140,000 shares of Company common stock held by the 1976 Trust.

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.