

GLATFELTER GEORGE H II
 Form 4
 February 01, 2005

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/21/2004

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

YORK, PA 17401

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, Par Value \$0.01 | | | | | 13,663 | D | |
| Common Stock, Par Value \$0.01 | 12/31/2004 | 12/31/2004 | J ⁽¹⁾ | 224 A | \$ 15.51 2,852 | I | 401K |
| Common Stock, Par Value \$0.01 | 09/21/2004 | 09/21/2004 | J ⁽²⁾ | 240,000 D | \$ 10.395 240,000 | I | Held in trust |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 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 (Instr. 3 and 4).

Reporting Owners

Table with 2 rows and 5 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: GLATFELTER GEORGE H II, 96 SOUTH GEORGE STREET SUITE 500, YORK, PA 17401, X, Chairman.

Signatures

Suzanne DeMars, 02/01/2005. **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).
The undersigned is a trustee of this trust and disclaims beneficial ownership of the reported securities. These shares were sold in connection with the secondary offering of the Company common stock described in the prospectus dated 9/21/2004 that was filed with the SEC pursuant to Rule 424(b) (4) of the Securities Act of 1933 (333-117233/333-119178). Mr. Glatfelter was not informed of any further filing requirements associated with the secondary offering.
(2) Shares held in Company's 401K Plan

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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