

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |                             |                       |   |  |  |   |  |  |
|---|-----------------------------|-----------------------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>C, ELDER DAVID</b> |                             |                       | 2. Issuer Name and Ticker or Trading Symbol<br><b>Glatfelter P H Co [GLT]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| (Last)<br><b>96 SOUTH GEORGE STREET</b>                           | (First)<br><b>SUITE 500</b> | (Middle)              | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/21/2020</b>         |  |  | Director<br><input checked="" type="checkbox"/> Officer (give title below)<br><b>Vice Pres, Finance</b>   |  |  |
| (Street)<br><b>YORK</b>   | (State)<br><b>PA</b>        | (Zip)<br><b>17401</b> | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  | 10% Owner<br>Other (specify below)  |  |  |
| (City)  | (State)                     | (Zip)                 |   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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   | 02/23/2020                           |  | M                              |   | 4,272  | A          | \$16.39 (1) | 42,821  | D   |   |
| Common Stock, Par Value \$.01   | 02/23/2020                           |  | F                              |   | 1,454 (2)  | D          | \$16.39 (1) | 41,367  | D   |   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|   |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                    | (3)  | 02/23/2020                           |  | A                              |   | 362 (4)  |     | 02/23/2020   | 02/23/2020      | Common Stock, Par Value \$.01   | 362                        | (5)  | 4,272  | D   |  |
| Restricted Stock Units                    | (3)  | 02/23/2020                           |  | M                              |   | 4,272  |     | 02/23/2020   | 02/23/2020      | Common Stock, Par Value \$.01   | 4,272                      | (1)  | 0  | D   |  |
| Restricted Stock Units                    | (3)  | 02/21/2020                           |  | A                              |   | 5,491  |     | 02/21/2023 (6)   | 02/21/2023      | Common Stock, Par Value \$.01   | 5,491                      | \$0  | 5,491  | D   |  |

Explanation of Responses:

1. Because the stock market was not open on the vesting date (Sunday, February 23, 2020), the value of the shares was determined using Friday, February 21, 2020's closing price of \$16.39.
2. These shares are being withheld to satisfy tax obligations.
3. Not applicable to this transaction. RSUs have no value until all restrictions lapse on the final vesting date.
4. These are dividend equivalents in the form of additional Restricted Stock Units ("RSUs") that have accrued on the 2/23/2017 RSU Grant reported previously. The dividend equivalents are added to the initial grant at the time of payout.
5. Not applicable to this transaction
6. This grant vests in full, and all restrictions lapse, three years from the Grant Date.

**Laura A. Jones by POA**

\*\* Signature of Reporting Person

**02/25/2020**

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**