

GLATFELTER P H CO

Form 4

May 22, 2006

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 *
DEBENEDICTIS NICHOLAS

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)
05/19/2006

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

YORK, PA 17401

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/19/2006	05/19/2006	M	1,500 A	\$ 10.7813	1,500	D
Common Stock	05/19/2006	05/19/2006	M	2,500 A	\$ 11.32	4,000	D
Common Stock	05/19/2006	05/19/2006	M	2,500 A	\$ 11.36	6,500	D
Common Stock	05/19/2006	05/19/2006	M	1,500 A	\$ 13.1718	8,000	D
Common Stock	05/19/2006	05/19/2006	M	1,500 A	\$ 14.44	9,500	D

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Common Stock 05/19/2006 05/19/2006 M 9,500 D \$ 17.561 0 D

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 0	05/19/2006	05/19/2006	M	2,500	05/01/2004	04/30/2013	Common Stock	2,500
Stock Options (Right to buy)	\$ 0	05/19/2006	05/19/2006	M	1,500	05/01/2002	04/30/2011	Common Stock	1,500
Stock Options (Right to buy)	\$ 10.7813	05/19/2006	05/19/2006	M	1,500	05/01/2001	05/02/2010	Common Stock	1,500
Stock Options (Right to buy)	\$ 11.36	05/19/2006	05/19/2006	M	2,500	05/01/2005	05/03/2014	Common Stock	2,500
Stock Options (Right to buy)	\$ 13.1718	05/19/2006	05/19/2006	M	1,500	05/01/2000	05/01/2009	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBENEDICTIS NICHOLAS 96 SOUTH GEORGE STREET SUITE 500 YORK, PA 17401	X			

Signatures

Suzanne DeMars	05/22/2006
**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).

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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