

Neenah Paper Inc
Form 4
February 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Donnell John P

(Last) (First) (Middle)

3460 PRESTON RIDGE
ROAD, SUITE 600

(Street)

ALPHARETTA, GA 30005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Neenah Paper Inc [NP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Fine Paper

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights	\$ 25.7	01/29/2009	A		8,800		(2)	01/29/2018	Common Stock	
Stock Option (right to buy)	\$ 25.7	01/29/2009	D			8,800	(2)	01/29/2018	Common Stock	
Stock Appreciation Rights	\$ 32.55	01/29/2009	A		10,000		(4)	10/31/2017	Common Stock	
Stock Option (right to buy)	\$ 32.55	01/29/2009	D			10,000	(4)	10/31/2017	Common Stock	
Stock Option (right to buy)	\$ 7.41	01/29/2009	A		27,700		(5)	01/28/2019	Common Stock	
Performance Share Unit	(6)	01/29/2009	A		17,700 (8)		12/31/2011	(7)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Donnell John P 3460 PRESTON RIDGE ROAD SUITE 600 ALPHARETTA, GA 30005			President, Fine Paper	

Signatures

/s/ Steven S. Heinrichs, by Power of Attorney
02/02/2009

__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).
- On 1/29/09, the Company cancelled, as authorized in the Neenah Paper, Inc Omnibus Stock and Incentive Compensation Plan (the "Omnibus Plan"), options granted to the reporting person on 1/30/08. In exchange for the cancelled options, the reporting person received an equal number of Stock Appreciation Rights.
- (1) The cancelled options provided for vesting in increments of one third on 1/30/2009, 1/30/2010, and 1/30/2011. The Stock Appreciation Rights vest on the same schedule.
- (2) On 1/29/09, the Company cancelled, as authorized in the Omnibus Plan, options granted to the reporting person on 11/01/07. In exchange for the cancelled options, the reporting person received an equal number of Stock Appreciation Rights.
- (3)

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- (4) The cancelled options provided for vesting in increments of one third on 11/01/2008, 11/01/2009, and 11/01/2010. The Stock Appreciation Rights vest on the same schedule.
- (5) The stock options vest in increments of one third on 1/29/2010, 1/29/2011, and 1/29/2012.
- (6) The units are convertible to common stock on a one-for-one basis.
- (7) The units do not have an expiration date.
- (8) The number of units granted is subject to adjustment based upon the attainment of certain performance criteria on 12/31/2011.

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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