

MCCLATCHY CO
Form 4
December 02, 2010

FORM 4

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

OMB APPROVAL

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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 *

MALONEY BROWN
MCCLATCHY

(Last) (First) (Middle)

2100 Q STREET

(Street)

SACRAMENTO, CA 95816

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MCCLATCHY CO [MNI]

3. Date of Earliest Transaction

(Month/Day/Year)

11/30/2010

4. If Amendment, Date Original Filed

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect or Beneficial Ownership (Instr. 4)
Class B Common Stock	11/30/2010		J ⁽¹⁾	1,650,000 D	<u>(1)</u> 0	I	By Betty Lou Maloney Trust ⁽²⁾
Class B Common Stock	11/30/2010		J ⁽³⁾	925,000 A	<u>(3)</u> 4,102,780	D	
Class B Common Stock	11/30/2010		G	V 925,000 D	\$ 0 3,177,780	D	
Class B Common	11/30/2010		G	V 925,000 A	\$ 0 1,290,660 ⁽⁴⁾	I	By children

Stock

and trustee.

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)

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 Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALONEY BROWN MCCLATCHY 2100 Q STREET SACRAMENTO, CA 95816	X	X		

Signatures

/s/Brown McClatchy
Maloney

12/02/2010

**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).

- On November 30, 2010, the Betty Lou Maloney Trust (the "Trust") distributed 1,650,000 shares of Class B Common Stock of the issuer
- (1) to the beneficiaries of the Trust (the "Distribution") in a transaction not involving any exchange of consideration pursuant to the terms of the trust agreement.
 - (2) Reporting person is trustee and a beneficiary of the Trust with Molly Maloney Evangelisti.

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- (3) The reporting person received the shares pursuant to the Distribution in a transaction not involving any exchange of consideration.

Class B Common Stock shares are held by reporting person's children, and in trust for the benefit of his children, each of whom share his

- (4) household. Mr. Maloney disclaims beneficial ownership of these shares and this report should not be deemed an admission that he is the beneficial owner of such securities for the purpose of Section 16 or any such other purpose.

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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