## Edgar Filing: MCCLATCHY CO - Form 4

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Form 4	0								
February 21, 20	)14								
FORM 4	4 UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSION	-	PPROVAL
Check this h	OX		Wa	shington	, D.C. 20	549		Number:	3235-0287
if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	Check this box if no longer subject toSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.Expires:January 3 200Section 16. Form 4 or Form 5SECURITIESEstimated average burden hours per responseExpires:200Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940Expires:200							urs per	
(Print or Type Resp	ponses)								
1. Name and Add PRAGER MO			Symbol	er Name <b>an</b> ATCHY		-	5. Relationship o Issuer (Che	of Reporting Per	
(			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/20/2014</li></ul>			Director 10% Owner X Officer (give title Other (specify below) below) VP Corp. Dev., GC and Secty			
(Street) SACRAMENTO, CA 95816			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	π.1	1. T. N		G		e D	II. O 1
1.Title of 2. 7	Fransaction Date		ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly.	ction of S	SEC 1474
					inforn requir	nation cont ed to resp lys a curre	ained in this form ond unless the fo ntly valid OMB co	i are not rm	(9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	,	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Restricted Stock Units	<u>(1)</u>	02/20/2014		A		36,900		(2)	(2)	Class A Common Stock	36,900

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
PRAGER MORGAN KAROLE 2100 Q STREET SACRAMENTO, CA 95816			VP Corp. Dev., GC and Secty	
Signatures				
/s/ Karole				

Morgan-Prager	02/21/2014		
**Signature of Reporting	Date		
Person			

## **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).
- (1) Each restricted stock unit represents a contingent right to receive one share of The McClatchy Company's Class A Common Stock.
- (2) The restricted stock units granted pursuant to The McClatchy Company provides for vesting in three equal installments beginning on March 1, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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