

NEW YORK TIMES CO
Form 4
May 08, 2015

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 *
Green Steven B.

(Last) (First) (Middle)

THE NEW YORK TIMES
COMPANY, 620 8TH AVENUE

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW YORK TIMES CO [NYT.A]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2015

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock ⁽¹⁾ | 05/06/2015 | | A | 5,565 | A | \$ 0 | 15,565 ⁽²⁾ ⁽³⁾ 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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Unit ⁽⁴⁾ | ⁽⁴⁾ | 05/06/2015 | | A | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 230.5932 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Steven B. THE NEW YORK TIMES COMPANY 620 8TH AVENUE NEW YORK, NY 10018 | X | | | |

Signatures

/s/Theodore R. Wagner as Attorney-in-fact for Stephen B. Green
 05/08/2015
**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).
- (1) Consists of a grant of stock-settled restricted stock units under The New York Times Company 2010 Incentive Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock and vests on the date of the following Annual Meeting of Stockholders. Vested shares will be delivered within 90 days following the cessation of the reporting person's membership on the Board of Directors.
- (2) In addition, the reporting person may be deemed to have a pecuniary interest in 300,000 shares of Class A stock held indirectly, by his wife, as to which shares he disclaims beneficial ownership, 1,400,000 shares of Class A stock held indirectly, by a trust, 50,000 shares of Class A stock and 1,968 shares of Class A stock held indirectly, by two trusts, as to which shares he disclaims beneficial ownership.
- (3) The reporting person disclaims beneficial ownership of the 10,000 shares of Class A stock held by Ordinance Capital LP, except to the extent of reporting person's pecuniary interest (approximately 75%) in the securities.
- (4) Phantom stock units credited to the reporting person's account in respect of dividend equivalent payments and related accumulated interest on previously granted phantom stock units. Each phantom stock unit was credited to the reporting person's account under The New York Times Company Non-Employee Directors Deferral Plan, on May 6, 2015, based on the average closing price of a share of Class A stock for the 30 trading days prior to the date of credit. Distribution in cash is generally made following retirement. This transaction involved a derivative security that does not have an exercise date or an expiration date.

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.