

DENHAM ROBERT E

Form 4

May 02, 2013

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DENHAM ROBERT E

(Last) (First) (Middle)

THE NEW YORK TIMES  
COMPANY, 620 EIGHTH  
AVENUE

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2013

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(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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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

## Edgar Filing: DENHAM ROBERT E - Form 4

| Security<br>(Instr. 3)                  | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |                            |                                  |
|-----------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|----------------------------|----------------------------------|
|                                         |                                                   |                         | Code               | V                                                                        | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Unit <sup>(1)</sup> | <u>(1)</u>                                        | 05/01/2013              | A                  |                                                                          | 6,357.2791       |     | <u>(1)</u>          | <u>(1)</u>         | Class A<br>Common<br>Stock | 6,357.27                         |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |         |       |
|------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                          | Director      | 10% Owner | Officer | Other |
| DENHAM ROBERT E<br>THE NEW YORK TIMES COMPANY<br>620 EIGHTH AVENUE<br>NEW YORK, NY 10018 | X             |           |         |       |

## Signatures

Kenneth A. Richieri, Attorney-in-fact for Robert E. Denham 05/02/2013

**\*\*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).

Phantom stock units credited to the reporting person's account in respect of a discretionary grant, with a value of \$60,000. Each phantom stock unit was credited to the reporting person's account under The New York Times Company Non-Employee Directors Deferral Plan.

- (1) on May 1, 2013, based on the average closing price of a share of Class A Common 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.

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