

SULZBERGER ARTHUR JR

Form 4

November 07, 2018

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 *
SULZBERGER ARTHUR JR

(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.A]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2018

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)
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)
Class A Common Stock	11/05/2018		M	66,000	A \$ 3.625	345,215	D
Class A Common Stock	11/05/2018		S	66,000	D \$ 28.0046 (1)	279,215	D
Class A Common Stock	11/05/2018		M	100,000	A \$ 3.625	379,215	D
Class A	11/05/2018		D	100,000	D \$ 28.01	279,215	D

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Common
Stock

Class A Common Stock	1,400,000 <u>(2)</u>	I	By trust.
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Class A Common Stock	25,000 <u>(2)</u>	I	By trust.
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Class A Common Stock	25,000 <u>(2)</u>	I	By trust.
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Class A Common Stock	984 <u>(2)</u>	I	By trust.
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Class A Common Stock	984 <u>(2)</u>	I	By trust.
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Employee Stock Options - Rights to Buy	\$ 3.625	11/05/2018		M		66,000		<u>(3)</u>	02/19/2019	Class A Common Stock	66,000
Stock Appreciation Right	\$ 3.625	11/05/2018		M		100,000		<u>(4)</u>	02/19/2019	Class A Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SULZBERGER ARTHUR JR
THE NEW YORK TIMES COMPANY
620 EIGHTH AVENUE
NEW YORK, NY 10018

Signatures

/s/ Ellen S. Knarr as Attorney-in-fact for Arthur
Sulzberger, Jr.

11/07/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.10, inclusive. The reporting person undertakes to provide The New York Times Company, any security holder of The New York Times Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) The reporting person disclaims beneficial ownership of these shares.

(3) Rights to buy Class A Common Stock granted on February 19, 2009 under The New York Times Company 1991 Executed Stock Incentive Plan. The option vested in three equal annual installments beginning on February 19, 2010.

(4) Deferred Payment Stock Appreciation Rights granted to compensate the reporting person for 100,000 of 500,000 options to purchase shares of Class A Common Stock originally granted to the reporting person on February 19, 2009, which portion has subsequently been determined to have been null and void. The Deferred Payment Stock Appreciation Rights vested in three equal annual installments beginning February 19, 2010.

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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