

NEW YORK TIMES CO
Form 4
February 20, 2013

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 *
FOLLO JAMES M

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
THE NEW YORK TIMES COMPANY, 620 EIGHTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

(Street)
NEW YORK, NY 10018

4. If Amendment, Date Original Filed(Month/Day/Year)

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 | 02/18/2013 | | M | 4,253 | A | Ⓐ | 67,255 | D |
| Class A Common Stock | 02/18/2013 | | D | 4,253 | D | \$ 8.99 | 63,002 | D |
| Class A Common Stock | | | | | | | 2,518 | I ⁽²⁾ |
| | | | | | | | | By 401(k) Plan |

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)

| 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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Cash-settled restricted stock unit ⁽¹⁾ | \$ 8.99 | 02/18/2013 | | M | 4,253 | 02/18/2013 02/18/2013 | Class A Common Stock 4,253 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| FOLLO JAMES M THE NEW YORK TIMES COMPANY 620 EIGHTH AVENUE NEW YORK, NY 10018 | | | SVP & CFO | |

Signatures

Kenneth A. Richieri, Attorney-in-fact for James M. Follo
Date: 02/20/2013

**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).

The cash-settled restricted stock units granted on February 18, 2010 under The New York Times Company 1991 Executive Stock Incentive Plan vested on February 18, 2013. Each cash-settled restricted stock unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock based on the market value of Class A Common Stock at vesting.

(1) Represents shares of Class A stock equivalents attributed to holdings in the Company Stock Fund of The New York Times Companies Supplemental Retirement and Investment Plan (the "401(k) Plan"), based on a plan statement dated as of December 31, 2012. The number of shares was calculated by dividing the dollar value of the reporting person's holdings in such fund by the closing price of The New York Times Company Class A Common Stock on December 31, 2012.

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