

NEW YORK TIMES CO
Form 4
April 27, 2005

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
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNARD WILLIAM E

(Last) (First) (Middle)

**THE CARLYLE GROUP, 1001
PENNSYLVANIA AVENUE, N.W.**

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2005

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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

Edgar Filing: NEW YORK TIMES CO - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Options (Directors 2005) <u>(1)</u>	\$ 32.89	04/26/2005	A		4,000		<u>(1)</u>	04/26/2015	Class A Common Stock	4,000	
Phantom Stock Unit <u>(2)</u>	<u>(2)</u>	04/26/2005	A		849.3122		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	849.31	
Phantom Stock Unit <u>(3)</u>	<u>(3)</u>	04/26/2005	A		685.5603		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	685.56	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNARD WILLIAM E THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W. WASHINGTON, DC 20004	X			

Signatures

Solomon B. Watson IV, Attorney-in-Fact for William E. Kennard 04/27/2005

****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).

Right to buy Class A Common Stock under The New York Times Company 2004 Non-Employee Directors' Stock Incentive Plan.

- (1) Options become exercisable on the date of the first Annual Meeting of Stockholders subsequent to the grant date. The grant date for Option 2005 was April 26, 2005.

Represents discretionary grant, with a value of \$30,000. Each Phantom Stock Unit is credited to the reporting person's account under The New York Times Company Non-Employee Directors Deferral Plan, on April 26, 2005, 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 upon retirement. This transaction involved a derivative security that does not have an exercise date or an expiration date.

- (3) Represents Board and Committee compensation deferred in the form of Phantom Stock Units. Each Phantom Stock Unit is credited to the reporting person's account under The New York Times Company Non-Employee Directors Deferral Plan, on April 26, 2005, 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 upon 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.