

DENHAM ROBERT E

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 *
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)
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)
☒ 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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	11/05/2018		M		4,000	A	\$ 4.92	45,237	D
Class A Common Stock	11/05/2018		M		4,000	A	\$ 10.79	49,237	D
Class A Common Stock	11/05/2018		M		4,000	A	\$ 8.57	53,237	D
Class A	11/05/2018		S		3,492	D	\$	49,745	D

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Common Stock 27.8426
(1)

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 4.92	11/05/2018		M	4,000	(2) 04/23/2019	Class A Common Stock	4,000
Director Stock Option	\$ 10.79	11/05/2018		M	4,000	(3) 04/27/2020	Class A Common Stock	4,000
Director Stock Option	\$ 8.57	11/05/2018		M	4,000	(4) 04/27/2021	Class A Common Stock	4,000

Reporting Owners

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

Signatures

/s/ Tara Hereich, Attorney-in-fact for Robert E. Denham 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 \$27.840 to \$27.845, inclusive. The reporting person undertakes to provide to 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) Right to buy Class A Common Stock granted under The New York Times Company 2004 Non-Employee Directors' Stock Incentive Plan. Options became exercisable on the date of the first Annual Meeting of Stockholders subsequent to the grant date. The grant date for these options was April 23, 2009.

(3) Right to buy Class A Common Stock granted under The New York Times Company 2004 Non-Employee Directors' Stock Incentive Plan. Options became exercisable on the date of the first Annual Meeting of Stockholders subsequent to the grant date. The grant date for these options was April 27, 2010.

(4) Right to buy Class A Common Stock granted under The New York Times Company 2004 Non-Employee Directors' Stock Incentive Plan. Options became exercisable on the date of the first Annual Meeting of Stockholders subsequent to the grant date. The grant date for these options was April 27, 2011.

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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