

BENTEN R ANTHONY
Form 4
February 21, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENTEN R ANTHONY

(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)

02/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
S.V.P., Finance and Controller

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 ⁽¹⁾	02/16/2012		A	7,350	A \$ 0	19,469	D
Class A Common Stock	02/19/2012		M	3,000	A <u>2</u>	22,469	D
Class A Common Stock	02/19/2012		D	3,000	D \$ 7.29	19,469	D
Class A						1,876 ⁽³⁾	I By 401(k)

Common
Stock

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option ⁽⁴⁾	\$ 7.215	02/16/2012		A		14,700		⁽⁴⁾	02/16/2022	Class A Common Stock	1
Cash-settled restricted stock unit ⁽²⁾	\$ 7.29	02/19/2012		M		3,000		02/19/2012	02/19/2012	Class A Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BENTEN R ANTHONY THE NEW YORK TIMES COMPANY 620 EIGHTH AVENUE NEW YORK, NY 10018	S.V.P., Finance and Controller

Signatures

Kenneth A. Richieri, Attorney-in-Fact for R. Anthony
Benten

02/21/2012

**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) Consists of grant of stock-settled restricted stock units under The New York Times Company 2010 Incentive Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock and vests on February 16, 2015.

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The cash-settled restricted stock units granted on February 19, 2009 under The New York Times Company 1991 Executive Stock

- (2) Incentive Plan vested on February 19, 2012. 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.

Represents shares of Class A stock equivalents attributed to holdings in the Company Stock Fund of The New York Times Companies

- (3) Supplemental Retirement and Investment Plan (the "401(k) Plan"), based on a plan statement dated as of December 31, 2011. 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 30, 2011.

- (4) Right to buy Class A Common Stock granted under The New York Times Company 2010 Incentive Compensation Plan. The options vest in three equal annual installments beginning on February 16, 2013.

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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