

FALCONE PHILIP
Form 4
November 20, 2008

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 *
**HARBINGER CAPITAL
PARTNERS SPECIAL
SITUATIONS FUND, L.P.**

(Last) (First) (Middle)

**555 MADISON AVENUE, 16TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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		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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities	8. Price of Derivative
---------------------------	---------------	---	----------------------------------	--------------------------	--------------------	-------------------------	---	---------------------------

Edgar Filing: FALCONE PHILIP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Equity Swap	(4)	11/18/2008	J		1 (4)		(4)	(4)	Class A Common Stock	400,000	\$ 7.04
Equity Swap	(5)	11/19/2008	J		1 (5)		(5)	(5)	Class A Common Stock	143,365	\$ 6.59

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		X		See Remarks
HARBERT MANAGEMENT CORP 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		X		See Remarks
HMC - NEW YORK, INC. 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		X		See Remarks
FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022		X		See Remarks
HARBERT RAYMOND J 2100 THIRD AVENUE NORTH		X		See Remarks

SUITE 600
BIRMINGHAM, AL 35203

LUCE MICHAEL D
2100 THIRD AVENUE NORTH
SUITE 600
BIRMINGHAM, AL 35203

X

See
Remarks

Signatures

Harbinger Capital Partners Special Situations Fund, L.P. (+), By: Harbinger Capital Partners Special Situations GP, LLC, By: HMC - New York, Inc., Managing Member, By: /s/ Joel B. Piassick, Executive VP

11/20/2008

__Signature of Reporting Person

Date

Harbert Management Corporation (+), By: /s/ Joel B. Piassick, Executive Vice President

11/20/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC (+), By: HMC-New York, Inc., Managing member, By: /s/ Joel B. Piassick, Executive Vice President

11/20/2008

__Signature of Reporting Person

Date

HMC-New York, Inc. (+), By: /s/ Joel B. Piassick, Executive Vice President

11/20/2008

__Signature of Reporting Person

Date

/s/ Philip Falcone (+)

11/20/2008

__Signature of Reporting Person

Date

/s/ Raymond J. Harbert (+)

11/20/2008

__Signature of Reporting Person

Date

/s/ Michael D. Luce (+)

11/20/2008

__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) IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (THE "SPECIAL SITUATIONS FUND"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH THE SPECIAL SITUATIONS FUND.

Harbinger Capital Partners Special Situations GP, LLC, or HCPSS, is the general partner of the Special Situations Fund, HMC-New York, Inc., or HMCNY, is the managing member of HCPSS. Harbert Management Corporation, or HMC, is the parent of HMCNY.

(2) Philip Falcone is a shareholder of HMC and the portfolio manager of the Special Situations Fund. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each of HCPSS, HMCNY, HMC, and Messrs. Falcone, Harbert and Luce may be deemed to beneficially own the securities owned directly or indirectly by the Special Situations Fund.

(3) Each Reporting Person listed in Footnotes 1 and 2 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Edgar Filing: FALCONE PHILIP - Form 4

- On Nov. 18, 2008, the Special Situations Fund closed out a certain equity swap transaction with the counterparty thereto in the amount of 400,000 notional shares of Class A Common Stock of the Issuer at a price of \$7.040. The terms of the equity swap transaction did not
- (4) contemplate interim payments of appreciation or depreciation of the Shares, the Special Situations Fund was not entitled to any dividends on the Shares or equivalent thereof, and neither party acquired any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transaction.

- On Nov. 19, 2008, the Special Situations Fund closed out a certain equity swap transaction with the counterparty thereto in the amount of 143,365 notional shares of Class A Common Stock of the Issuer at a price of \$6.594. The terms of the equity swap transaction did not
- (5) contemplate interim payments of appreciation or depreciation of the Shares, the Special Situations Fund was not entitled to any dividends on the Shares or equivalent thereof, and neither party acquired any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transaction.

Remarks:

- (+) The Reporting Persons and the other persons referred to the footnotes to this Statement may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This Statement shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

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.