

HENDRICKS CHRISTIAN

Form 4

May 18, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENDRICKS CHRISTIAN2. Issuer Name and Ticker or Trading
Symbol
MCCLATCHY CO [MNI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2100 Q STREET

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2012

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

VP, Interactive Media

(Street)

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

SACRAMENTO, CA 95816

(City) (State) (Zip)

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	(D)	Price

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

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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 Underlying Securities (Instr. 3 and 4)
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(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 or Number of Shares
Employee Stock Appreciation Right	\$ 2.76	02/22/2012 ⁽⁶⁾			A		50,000		⁽¹⁾	05/16/2022	Class A Common Stock	50,000
Employee Restricted Stock Units	⁽³⁾	02/22/2012 ⁽⁶⁾			A		40,000		⁽⁴⁾	⁽⁴⁾	Class A Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENDRICKS CHRISTIAN 2100 Q STREET SACRAMENTO, CA 95816	VP, Interactive Media

Signatures

/s/ Christian A.
Hendricks

05/18/2012

__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) The Stock Appreciation Right provides for vesting in four equal installments beginning on March 1, 2013.
- (2) Stock appreciation rights granted pursuant to The McClatchy Company's 2012 Omnibus Incentive Plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of McClatchy Class A Common Stock.
- (4) The restricted stock units granted pursuant to The McClatchy Company vest on March 1, 2014.
- (5) Restricted stock units granted pursuant to The McClatchy Company's 2012 Omnibus Incentive Plan.
- (6) The grant was approved by the Compensation Committee on February 22, 2012, subject to shareholder approval of the plan which was received on May 16, 2012.

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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