

MCCLATCHY CO  
Form 4  
August 11, 2014

**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 \*  
PRAGER MORGAN KAROLE

(Last) (First) (Middle)

2100 Q STREET

(Street)

SACRAMENTO, CA 95816

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MCCLATCHY CO [MNI]

3. Date of Earliest Transaction (Month/Day/Year)  
08/07/2014

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)  
VP Corp. Dev., GC and Secty

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/07/2014		M		60,000	A	\$ 1.7 85,503
Class A Common Stock	08/07/2014		F		43,705	D	\$ 4.5 41,798
Class A Common Stock	08/07/2014		M		80,000	A	\$ 3.42 121,798
Class A Common	08/07/2014		F		71,620	D	\$ 4.5 50,178

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Stock								
Class A Common Stock	08/07/2014	M	45,000	A	\$ 4.08	95,178		D
Class A Common Stock	08/07/2014	F	43,167	D	\$ 4.5	52,011		D
Class A Common Stock	08/07/2014	M	30,000	A	\$ 2.76	82,011		D
Class A Common Stock	08/07/2014	F	24,937	D	\$ 4.5	57,074		D
Class A Common Stock	08/07/2014	M	19,500	A	\$ 2.46	76,574		D
Class A Common Stock	08/07/2014	F	15,642	D	\$ 4.5	60,932		D
Class A Common Stock	08/07/2014	S	100	D	\$ 4.48	60,823		D
Class A Common Stock	08/07/2014	S	4,786	D	\$ 4.49	56,046		D
Class A Common Stock	08/07/2014	S	493	D	\$ 4.5	55,553		D
Class A Common Stock	08/07/2014	S	600	D	\$ 4.51	54,953		D
Class A Common Stock	08/07/2014	S	2,100	D	\$ 4.52	52,853		D
Class A Common Stock	08/07/2014	S	1,725	D	\$ 4.53	51,128		D
Class A Common Stock	08/07/2014	S	767	D	\$ 4.54	50,361		D
Class A Common Stock	08/07/2014	S	400	D	\$ 4.55	49,961		D

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Class A Common Stock	08/07/2014	S	1,486	D	\$ 4.56	48,475	D
Class A Common Stock	08/07/2014	S	1,500	D	\$ 4.57	46,975	D
Class A Common Stock	08/07/2014	S	2,200	D	\$ 4.58	44,775	D
Class A Common Stock	08/07/2014	S	900	D	\$ 4.59	43,875	D
Class A Common Stock	08/07/2014	S	1,200	D	\$ 4.6	42,675	D
Class A Common Stock	08/07/2014	S	100	D	\$ 4.61	42,575	D
Class A Common Stock	08/07/2014	S	500	D	\$ 4.62	42,075	D
Class A Common Stock	08/07/2014	S	500	D	\$ 4.63	41,575	D
Class A Common Stock	08/07/2014	S	300	D	\$ 4.66	41,275	D
Class A Common Stock	08/07/2014	S	200	D	\$ 4.68	41,075	D
Class A Common Stock	08/07/2014	S	2,500	D	\$ 4.69	38,575	D

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	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 Security (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 <sup>(1)</sup>	\$ 1.7	08/07/2014	O	60,000					08/07/2014	12/16/2018	Class A Common Stock	60,000
Employee Stock Appreciation Right <sup>(1)</sup>	\$ 3.42	08/07/2014	O	80,000					08/07/2014	12/15/2019	Class A Common Stock	80,000
Employee Stock Appreciation Right <sup>(1)</sup>	\$ 4.08	08/07/2014	O	45,000					08/07/2014	02/23/2021	Class A Common Stock	45,000
Employee Stock Appreciation Right <sup>(2)</sup>	\$ 2.76	08/07/2014	O	30,000					08/07/2014	02/22/2022	Class A Common Stock	30,000
Employee Stock Appreciation Right <sup>(2)</sup>	\$ 2.46	08/07/2014	O	19,500					08/07/2014	02/21/2023	Class A Common Stock	19,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRAGER MORGAN KAROLE 2100 Q STREET SACRAMENTO, CA 95816			VP Corp. Dev., GC and Secty	

## Signatures

/s/ Karole  
Morgan-Prager  
08/11/2014

\*\*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) Stock appreciation rights granted pursuant to The McClatchy Company 2004 Stock Incentive Plan.

(2) Stock appreciation rights granted pursuant to the 2012 Omnibus Incentive Plan.

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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