

GALLOWAY SCOTT
Form 4
April 24, 2009

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 *
GALLOWAY SCOTT

(Last) (First) (Middle)

40 WEST 4TH STREET

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2009

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	(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 (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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	Derivative Security		Code	V	(A)	(D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options (Directors 2009) ⁽¹⁾	\$ 4.92	04/23/2009	A		4,000		<u>(1)</u>	04/23/2019	Class A Common Stock	4
Phantom Stock Unit <u>(2)</u>	<u>(2)</u>	04/23/2009	A		7,348.1809		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	7,348.1809

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLOWAY SCOTT 40 WEST 4TH STREET NEW YORK, NY 10012	X			

Signatures

Kenneth A. Richieri, Attorney-in-fact for Scott
Galloway

04/24/2009

 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).

Right to buy Class A Common Stock under The New York Times Company 2004 Non-Employee Directors' Stock Incentive Plan.

- (1) Options become exercisable on the date of the first Annual Meeting of Stockholders subsequent to the grant date. The grant date for Option 2009 was April 23, 2009.

- (2) Phantom stock units credited to the reporting person's account in respect of a discretionary grant, with a value of \$35,000, and dividend equivalent payments and accumulated interest on previously granted phantom stock units. Each phantom stock unit was credited to the reporting person's account under The New York Times Company Non-Employee Directors Deferral Plan, on April 23, 2009, based on the average closing price of a share of Class A Common Stock for the 30 trading days prior to the date of credit. Distribution in cash is generally made following retirement. This transaction involved a derivative security that does not have an exercise date or an expiration date.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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