

BENTEN R ANTHONY  
Form 4  
February 21, 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 \*  
BENTEN R ANTHONY

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
THE NEW YORK TIMES  
COMPANY, 620 EIGHTH  
AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2012

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

NEW YORK, NY 10018

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

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

## 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 Bente  
Date: 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 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.
- (2)

- Represents shares of Class A stock equivalents attributed to holdings in the Company Stock Fund of The New York Times Companies 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.
- (3)

- 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.
- (4)

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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