

SULZBERGER ARTHUR JR
 Form 4
 February 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 SULZBERGER ARTHUR JR

(Last) (First) (Middle)

THE NEW YORK TIMES
 COMPANY, 620 8TH AVENUE

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

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

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)
 Chairman and Publisher

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	(D)	Price
Class A Common Stock	02/19/2012		M		50,000	A	Ⓐ 273,675
Class A Common Stock	02/19/2012		D		50,000	D	\$ 7.29 223,675 D ②

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Options - Rights to Buy ⁽³⁾	\$ 7.215	02/16/2012		A	207,862	⁽³⁾ 02/16/2022	Class A Common Stock
Cash-settled restricted stock unit ⁽¹⁾	\$ 7.29	02/19/2012		M	50,000	02/19/2012 02/19/2012	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULZBERGER ARTHUR JR THE NEW YORK TIMES COMPANY 620 8TH AVENUE NEW YORK, NY 10018	X		Chairman and Publisher	

Signatures

/s/Theodore R. Wagner as Attorney-in-fact for Arthur Sulzberger, Jr. 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).
- The cash-settled restricted stock units granted on February 19, 2009 under The New York Times Company 1991 Executive Stock
- (1) 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) In addition, the reporting person owns 1,400,000 shares of Class A Common Stock indirectly by a trust, and 1,990 shares of Class A Common Stock equivalents attributed to holdings in the Company Stock Fund of The New York Times Companies Supplemental Retirement and Investment Plan, based on a plan statement dated as of December 31, 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 February 16, 2013.

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.