

CASS DONALD F JR
Form 4
February 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
CASS DONALD F JR

(Last) (First) (Middle)

P.O. BOX 224866

(Street)

DALLAS, TX 75222-4866

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
A. H. Belo CORP [AHC]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2008

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)
EVP and Secretary

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)
Series A Common Stock ⁽¹⁾				(A) or (D) Price	309	D	
Series A Common Stock ⁽¹⁾				(A) or (D) Price	591	I	By 401(k) Account ⁽²⁾
Series B Common Stock ⁽¹⁾				(A) or (D) Price	400	D	

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

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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)
Employee Stock Options (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 19.1718					<u>(4)</u> 12/16/2009	Series B Common Stock
Employee Stock Options (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 17.9238					<u>(4)</u> 11/30/2011	Series B Common Stock
Employee Stock Options (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 21.6428					<u>(4)</u> 12/06/2012	Series B Common Stock
Employee Stock Options (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 28.0084					<u>(4)</u> 12/05/2013	Series B Common Stock
Employee Stock Options (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 25.2617					<u>(4)</u> 12/03/2014	Series B Common Stock
Employee Stock Options (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 21.6729					<u>(5)</u> 12/09/2015	Series B Common Stock
Restricted Stock Units (Time-Based) <u>(1)</u> <u>(3)</u>	<u>(6)</u>					<u>(7)</u> <u>(7)</u>	Series A Common Stock
Restricted Stock Units (Time-Based) <u>(1)</u> <u>(3)</u>	<u>(6)</u>					<u>(8)</u> <u>(8)</u>	Series A Common Stock
	<u>(6)</u>					<u>(9)</u> <u>(9)</u>	

Restricted Stock Units (Time-Based) <u>(1)</u> <u>(3)</u>				Series A Common Stock	
Restricted Stock Units (Time-Based) <u>(1)</u> <u>(3)</u>	<u>(6)</u>		<u>(10)</u>	<u>(10)</u>	Series A Common Stock
Restricted Stock Units (Performance-Related) <u>(1)</u> <u>(3)</u>	<u>(6)</u>		<u>(11)</u>	<u>(11)</u>	Series A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASS DONALD F JR P.O. BOX 224866 DALLAS, TX 75222-4866			EVP and Secretary	

Signatures

Kay F. Stockler,
Attorney-In-Fact

02/13/2008

 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) VOLUNTARY REPORT TO DISCLOSE SECURITIES ISSUED IN CONNECTION WITH THE SPIN-OFF OF THE ISSUER BY BELO CORP.
- (2) Held by the A. H. Belo Savings Plan as of February 8, 2008.
- (3) Reflects derivative securities (exercisable for or settled in the Issuer's common stock) held as a result of the spin-off of the Issuer from Belo Corp. pursuant to the anti-dilution adjustment provisions of previously outstanding awards.
- (4) All options are currently exercisable.
- (5) The options are currently exercisable as to 2,870 shares and become exercisable as to the remaining 1,230 shares on December 9, 2008. Each restricted stock unit (both performance-related and time-based) represents a contingent right to receive the value of one share of A. H. Belo Corporation Series A Common Stock. RSUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Corp. Series A Common Stock and 40% in cash.
- (6) These time-based restricted stock units vest 100% on February 13, 2008, and are settled within 10 business days thereafter.
- (7) These time-based restricted stock units vest 100% in 2009 on the date of the A. H. Belo Corporation annual earnings release for the fiscal year ending December 31, 2008 and are settled within 10 business days thereafter.
- (8) These time-based restricted stock units vest 100% in 2010 on the date of the A. H. Belo Corporation annual earnings release for the fiscal year ending December 31, 2009 and are settled within 10 business days thereafter.
- (9) These time-based restricted stock units vest 100% in 2011 on the date of the A. H. Belo Corporation annual earnings release for the fiscal year ending December 31, 2010 and are settled within 10 business days thereafter.
- (10) One-half of these PBRSUs vests and is paid out as soon as practicable following each annual earnings release date for the fiscal years ending December 31, 2007 and 2008. Earned PBRSUs not yet paid are subject to additional vesting requirements that depend on the continued employment of the reporting person with the Company.
- (11)

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