

A. H. Belo Corp
Form 4
May 15, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERNDON DEALEY D

(Last) (First) (Middle)

**A. H. BELO CORPORATION, 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)

05/14/2015

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)
Series A Common Stock	05/14/2015		M	13,023 (1)	A (2) 40,011	D	
Series A Common Stock	05/14/2015		D(3)	5,209 (3)	\$ 6.17 34,802	D	

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (Time-Based) (4)	(2)	05/14/2015		M	13,023	(5)	(5)	Series A Common Stock	13,023 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERNDON DEALEY D A. H. BELO CORPORATION P.O. BOX 224866 DALLAS, TX 75222-4866	X			

Signatures

/s/ Christine E. Larkin,
Attorney-in-Fact

05/15/2015

__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) The number of shares shown represents the time-based restricted stock units (TBRsUs) that vested on May 16, 2013 and were settled on May 14, 2015. These TBRsUs were awarded on May 17, 2012.
Each TBRsU represents a contingent right to receive the value of one share of A. H. Belo Corporation Series A Common Stock. These
- (2) TBRsUs are valued as of the date of settlement and are paid 60% in shares of A. H. Belo Corporation Series A Common Stock and 40% in cash.
- (3) The number of shares shown represents the settlement of the 40% cash portion of TBRsUs that were settled and paid on May 14, 2015. Settlement of the cash portion is, pursuant to SEC guidance, deemed to be a sale of shares to the Company.
- (4) These TBRsUs were awarded on May 17, 2012.
- (5) These TBRsUs vested 100% on May 16, 2013 and were settled on May 14, 2015.

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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