

DENHAM ROBERT E
Form 4
April 24, 2009

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 *
DENHAM ROBERT E

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)

MUNGER, TOLLES & OLSON
LLP, 355 SOUTH GRAND
AVENUE, 35TH FLOOR

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

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

LOS ANGELES, CA 90071

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)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Options (Directors 2009) ⁽¹⁾	\$ 4.92	04/23/2009	A	4,000		⁽¹⁾	04/23/2019	Class A Common Stock	4
Phantom Stock Unit ⁽²⁾	⁽²⁾	04/23/2009	A	7,348.1809		⁽²⁾	⁽²⁾	Class A Common Stock	7,348

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENHAM ROBERT E MUNGER, TOLLES & OLSON LLP 355 SOUTH GRAND AVENUE, 35TH FLOOR LOS ANGELES, CA 90071	X			

Signatures

Kenneth A. Richieri, Attorney-in-fact for Robert E. Denham 04/24/2009

⁽²⁾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.

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.