

Green Steven B.
Form 4
April 23, 2018

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 *
Green Steven B.

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

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)
04/19/2018

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

NEW YORK, NY 10018

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 ⁽¹⁾ | 04/19/2018 | | A | 4,449 | A | \$ 0 | 25,291 D |
| Class A Common Stock ⁽²⁾ | 04/19/2018 | | A | 36 | A | \$ 0 | 25,327 D |
| Class A Common Stock | | | | | | 120,000 ⁽³⁾ | I By spouse. |
| Class A Common Stock | | | | | | 1,400,000 ⁽³⁾ | I By trust. |

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| | | | | |
|----------------------|-----------------------|---|-----------|--|
| Common Stock | | | | |
| Class A Common Stock | 25,000 ⁽³⁾ | I | By trust. | |
| Class A Common Stock | 25,000 ⁽³⁾ | I | By trust. | |
| Class A Common Stock | 984 ⁽³⁾ | I | By trust. | |
| Class A Common Stock | 984 ⁽³⁾ | I | By trust. | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Unit ⁽⁴⁾ | ⁽⁴⁾ | 04/19/2018 | | A | 169.667 | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 169.667 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Steven B.
THE NEW YORK TIMES COMPANY
620 EIGHTH AVENUE
NEW YORK, NY 10018

Signatures

/s/ Ellen S. Knarr as Attorney-in-fact for Steven B.
Green

04/23/2018

__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 a grant of stock-settled restricted stock units ("RSUs") under The New York Times Company 2010 Incentive Compensation Plan. Each RSU represents a contingent right to receive one share of Class A Common Stock and vests on the date of the following Annual Meeting of Stockholders. Vested shares will be delivered within 90 days following cessation of the reporting person's membership on the Board of Directors.

(2) RSUs acquired in respect of previously reported RSUs awarded under The New York Times Company 2010 Incentive Compensation Plan in connection with, and with a value equal to, cash dividends paid on The New York Times Company's Class A Common Stock ("Dividend Equivalent RSUs"). Dividend Equivalent RSUs granted in respect of vested RSUs are fully vested at grant. Dividend Equivalent RSUs granted in respect of unvested RSUs will vest on the date that such unvested RSUs vest, which is the date of the Company's first annual meeting following the initial grant.

(3) The reporting person disclaims beneficial ownership of these shares.

(4) Phantom stock units credited to the reporting person's account in respect of dividend equivalent payments and related 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 19, 2018 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.

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