

MCCLATCHY CO
Form 4
August 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Zieman Mark

(Last) (First) (Middle)
2100 Q STREET
(Street)

SACRAMENTO, CA 95816

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCCLATCHY CO [MNI]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President - Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(A) or (D)	Price
Class A Common Stock	08/07/2014		M		16,500	A	\$ 4.08 39,951
Class A Common Stock	08/07/2014		F		15,797	D	\$ 4.5 24,154
Class A Common Stock	08/07/2014		M		22,000	A	\$ 3.42 46,154
Class A Common	08/07/2014		F		19,590	D	\$ 4.5 26,564

Edgar Filing: MCCLATCHY CO - Form 4

Stock

Class A Common Stock	08/07/2014	M	23,750	A	\$ 2.46	50,314	D
Class A Common Stock	08/07/2014	F	18,836	D	\$ 4.5	31,478	D
Class A Common Stock	08/07/2014	M	40,000	A	\$ 2.76	71,478	D
Class A Common Stock	08/07/2014	F	32,941	D	\$ 4.5	38,537	D

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.

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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Appreciation Right ⁽¹⁾	\$ 4.08	08/07/2014		O	16,500	08/07/2014 02/23/2021	Class A Common Stock 16,500
Employee Stock Appreciation Right ⁽¹⁾	\$ 3.42	08/07/2014		O	22,000	08/07/2014 12/15/2019	Class A Common Stock 22,000
Employee Stock Appreciation Right ⁽²⁾	\$ 2.46	08/07/2014		O	23,750	08/07/2014 02/21/2023	Class A Common Stock 23,750
	\$ 2.76	08/07/2014		O	40,000	08/07/2014 02/22/2022	40,000

Employee
 Stock
 Appreciation
 Right ⁽²⁾

Class A
 Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zieman Mark 2100 Q STREET SACRAMENTO, CA 95816			Vice President - Operations	

Signatures

/s/ Mark Zieman 08/11/2014

 Signature of Date
 Reporting Person

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) Stock appreciation rights granted pursuant to The McClatchy Company 2004 Stock Incentive Plan.
- (2) Stock appreciation rights granted pursuant to the 2012 Omnibus Incentive Plan.

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.