

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 *
HENDRICKS CHRISTIAN

(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
 Officer (give title below) _____ Other (specify below)

VP, Interactive Media

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 08/07/2014 | | M | | 60,000 | A | \$ 1.7 79,827 |
| Class A Common Stock | 08/07/2014 | | F | | 42,211 | D | \$ 4.5 37,616 |
| Class A Common Stock | 08/07/2014 | | M | | 80,000 | A | \$ 3.42 117,616 |
| Class A Common | 08/07/2014 | | F | | 70,852 | D | \$ 4.5 46,764 |

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Stock

| | | | | | | | |
|----------------------------|------------|---|--------|---|------------|--------|---|
| Class A Common Stock | 08/07/2014 | M | 25,000 | A | \$ 2.76 | 71,764 | D |
| Class A Common Stock | 08/07/2014 | F | 20,395 | D | \$ 4.5 | 51,369 | D |
| Class A Common Stock | 08/07/2014 | M | 17,000 | A | \$ 2.46 | 68,369 | D |
| Class A Common Stock | 08/07/2014 | F | 13,329 | D | \$ 4.5 | 55,040 | D |

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 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⁾ | \$ 1.7 | 08/07/2014 | | O | 60,000 | 08/07/2014 | 12/16/2018 | Class A Common Stock | 60,000 |
| Employee Stock Appreciation Right ⁽¹⁾ | \$ 3.42 | 08/07/2014 | | O | 80,000 | 08/07/2014 | 12/15/2019 | Class A Common Stock | 80,000 |
| Employee Stock Appreciation Right ⁽²⁾ | \$ 2.76 | 08/07/2014 | | O | 25,000 | 08/07/2014 | 02/22/2022 | Class A Common Stock | 25,000 |
| | \$ 2.46 | 08/07/2014 | | O | 17,000 | 08/07/2014 | 02/21/2023 | | 17,000 |

Employee
 Stock
 Appreciation
 Right ⁽²⁾

Class A
 Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENDRICKS CHRISTIAN 2100 Q STREET SACRAMENTO, CA 95816 | | | VP, Interactive Media | |

Signatures

/s/ Christian A.
 Hendricks

08/11/2014

 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) Stock appreciation rights granted pursuant to The McClatchy Company 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.