

MCCLATCHY CO
Form 4
August 15, 2014

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 *
Gyllenhaal Anders

(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)
08/13/2014

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 - News

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 or Price		
Class A Common Stock	08/13/2014		M		12,000 A \$ 1.7	73,206	D
Class A Common Stock	08/13/2014		F		7,270 D \$ 4.46	65,936	D
Class A Common Stock	08/13/2014		M		17,000 A \$ 2.46	82,936	D
Class A Common	08/13/2014		F		12,145 D \$ 4.46	70,791	D

Stock

Class A Common Stock	08/13/2014	M	25,000	A	\$ 2.76	95,971	D
Class A Common Stock	08/13/2014	F	18,931	D	\$ 4.46	76,860	D
Class A Common Stock	08/14/2014	S	59,716	D	\$ 4.42	17,144	D

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

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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 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	08/13/2014		O	12,000	08/07/2014	12/08/2016	Class A Common Stock	12,000
Employee Stock Appreciation Right ⁽²⁾	\$ 2.46	08/13/2014		O	17,000	08/07/2014	02/23/2021	Class A Common Stock	17,000
Employee Stock Appreciation Right ⁽²⁾	\$ 2.76	08/13/2014		O	25,000	08/07/2014	02/22/2022	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Gyllenhaal Anders
2100 Q STREET
SACRAMENTO, CA 95816

Vice President - News

Signatures

/s/ Anders
Gyllenhaal 08/15/2014
 **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.
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