

A. H. Belo CORP
Form 4
February 15, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DECHERD ROBERT W

(Last) (First) (Middle)

P.O. BOX 224866

(Street)

DALLAS, TX 75222-4866

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

A. H. Belo CORP [AHC]

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

02/13/2008

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)

Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Series A Common Stock	02/13/2008		M	3,269 (1)	A (2) 5,230	D	
Series A Common Stock	02/13/2008		S(3)	1,308 (3)	D \$ 13.79 3,922	D	
Series A Common Stock					240	I	By Spouse (4)
Series A Common					1,093	I	By 401(k) Account

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Stock

(5)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Restricted Stock Units (Performance-Related) (6)	(2)	02/13/2008		M	3,269 (1)	(7) (7)	Series A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECHERD ROBERT W P.O. BOX 224866 DALLAS, TX 75222-4866	X		Chairman, President & CEO	

Signatures

Kay F. Stockler,
Attorney-In-Fact
02/14/2008

**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).

- The number of shares shown represents the portion of the December 2005 performance-related restricted stock units (PBRsUs) that vested and were paid on February 13, 2008. These PBRsUs were awarded in December 2005, as described below in footnote 6.
- Each restricted stock unit represents a contingent right to receive the value of one share of A. H. Belo Corporation Series A Common Stock. RSUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Corporation Series A Common Stock and 40%

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in cash.

- (3) The number of shares shown represents the settlement of the 40% cash portion of PBRsUs that vested and were paid on February 13, 2008. Settlement of the cash portion is, pursuant to SEC guidance, deemed to be a sale of shares to the Company.
- (4) The reporting person disclaims beneficial ownership of these securities.
- (5) Held by the A. H. Belo Savings Plan as of February 8, 2008.
- (6) These PBRsUs were awarded in December 2005 and were earned based on 2006 financial performance achievement.

One-half of these PBRsUs vests and is paid out as soon as practicable following each annual earnings release date for the fiscal years

- (7) ending December 31, 2007, and 2008. Earned PBRsUs not yet paid are subject to additional vesting requirements that depend on the continued employment of the reporting person with the Company.

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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