

NEW YORK TIMES CO
Form 4
April 20, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SULZBERGER CATHY J

(Last) (First) (Middle)

THE NEW YORK TIMES
COMPANY, 229 WEST 43RD
STREET

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2006

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)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/17/2006		G	V 1,380 D	\$ 0 29,589	D	
Class A Common Stock	03/17/2006		G	V 460 A	\$ 0 17,935	I	See footnote. <u>(1)</u>
Class A Common Stock	03/17/2006		G	V 920 A	\$ 0 13,365	I	See footnotes. <u>(2)</u> <u>(3)</u>

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options ⁽⁴⁾	\$ 25.445	04/18/2006		A	4,000	⁽⁴⁾ 04/18/2016	Class A Common Stock 4,000
Phantom Stock Unit ⁽⁵⁾	⁽⁵⁾	04/18/2006		A	1,375.4109	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock 1,375.4109

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULZBERGER CATHY J THE NEW YORK TIMES COMPANY 229 WEST 43RD STREET NEW YORK, NY 10036	X			

Signatures

/s/Theodore R. Wagner as Attorney-in-fact for Cathy J. Sulzberger

04/20/2006

**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) Held by the reporting person as trustee of two trusts.
- (2) Held by reporting person as custodian under the New York Uniform Gifts to Minors Act for the benefit of her daughter.
In addition, as previously reported, the reporting person owns 1,106 shares of Class A Common Stock indirectly by her husband,
- (3) 1,400,000 shares of Class A Common Stock indirectly by a trust, and 287,265 shares of Class A Common Stock by a limited liability company as the general partner of a limited partnership.
- (4) Right to buy Class A Common Stock under The New York Times Company's 2004 Non-Employee Directors' Stock Incentive Plan. Options become exercisable on the date of the first Annual Meeting of Stockholders subsequent to the grant date. The grant date for the

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options reported was April 18, 2006.

- (5) Represents a discretionary grant of 1,353.3736 phantom stock units with a value of \$35,000 and 22.0373 phantom stock units equal in value to dividend equivalent payments and 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's Non-Employee Directors Deferral Plan, on April 18, 2006, 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 upon retirement. This transaction involved a derivative security that does not have an exercise date or 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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