

MCCLATCHY CO

Form 4

August 11, 2014

**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  
Number: 3235-0287  
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2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEIL ROBERT J**

(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)

VP - 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/07/2014		M	90,000	A \$ 1.7 118,594	D	
Class A Common Stock	08/07/2014		F	63,445	D \$ 4.5 55,149	D	
Class A Common Stock	08/07/2014		M	120,000	A \$ 3.42 175,149	D	
Class A Common	08/07/2014		F	106,344	D \$ 4.5 68,805	D	

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Stock

Class A Common Stock	08/07/2014	M	40,000	A	\$ 2.76	108,805	D
Class A Common Stock	08/07/2014	F	32,667	D	\$ 4.5	76,138	D
Class A Common Stock	08/07/2014	M	23,750	A	\$ 2.46	99,888	D
Class A Common Stock	08/07/2014	F	18,646	D	\$ 4.5	81,242	D
Class A Common Stock	08/07/2014	S	6,832	D	\$ 4.68	74,410	D
Class A Common Stock	08/07/2014	S	200	D	\$ 4.73	74,210	D
Class A Common Stock	08/07/2014	S	600	D	\$ 4.7	73,610	D
Class A Common Stock	08/07/2014	S	26	D	\$ 4.74	73,584	D
Class A Common Stock	08/07/2014	S	200	D	\$ 4.71	73,384	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 Number

Employee Stock Appreciation Right <sup>(1)</sup>	\$ 1.7	08/07/2014	O	90,000	08/07/2014	12/16/2018	Class A Common Stock	90
Employee Stock Appreciation Right <sup>(1)</sup>	\$ 3.42	08/07/2014	O	120,000	08/07/2014	12/15/2019	Class A Common Stock	120
Employee Stock Appreciation Right <sup>(2)</sup>	\$ 2.76	08/07/2014	O	40,000	08/07/2014	02/22/2022	Class A Common Stock	40
Employee Stock Appreciation Right <sup>(2)</sup>	\$ 2.46	08/07/2014	O	23,750	08/07/2014	02/21/2023	Class A Common Stock	23

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL ROBERT J 2100 Q STREET SACRAMENTO, CA 95816			VP - Operations	

## Signatures

/s/ Robert J.  
Weil

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 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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