

NEW YORK TIMES CO
Form 5/A
March 14, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SULZBERGER ARTHUR JR

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and Publisher

THE NEW YORK TIMES
CO, 229 W 43RD ST

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/28/2003

NEW YORK, NY 10036

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2004

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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 | 12/15/2003 | | G | 490 | A \$ 0 108,868 ⁽¹⁾ | D | |
| Class A Common Stock | 12/16/2003 | | G | 490 | A \$ 0 109,358 ⁽¹⁾ | D | |
| Class A Common | 12/15/2003 | | G | 490 | A \$ 0 23,280 | I | By wife as trustee |

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| | | | | | | | | | | |
|----------------------------|------------|---|------------------|---------|---|------|---------|---|--|--|
| Stock | | | | | | | | | | |
| Class A Common Stock | 12/16/2003 | Â | G | 490 | A | \$ 0 | 23,770 | I | By wife as trustee | |
| Class A Common Stock | 09/30/2003 | Â | G ⁽²⁾ | 321,840 | A | \$ 0 | 321,840 | I | By limited liability company as general partner of limited partnership | |
| Class A Common Stock | 12/11/2003 | Â | G ⁽³⁾ | 2,625 | D | \$ 0 | 319,215 | I | By limited liability company as general partner of limited partnership | |
| Class A Common Stock | 12/11/2003 | Â | G ⁽³⁾ | 2,625 | A | \$ 0 | 2,625 | I | By trust | |
| Class A Common Stock | 12/11/2003 | Â | G ⁽⁴⁾ | 2,625 | D | \$ 0 | 0 | I | By trust ⁽⁵⁾ | |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULZBERGER ARTHUR JR THE NEW YORK TIMES CO 229 W 43RD ST NEW YORK, NY 10036 | X | | Chairman and Publisher | |

Signatures

/s/Theodore R. Wagner as Attorney-in-fact for Arthur Sulzberger, Jr.

03/14/2005

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) Includes 511 shares acquired in November 2003 under the New York Times Company Employee Stock Purchase Plan in a transaction exempt from Section 16(b) pursuant to Rule 16b-3(c).
- (2) The reporting person and his three siblings are the members of a limited liability company (the "LLC"). On September 30, 2003, the LLC entered into a limited partnership agreement with Mr. Arthur Ochs Sulzberger, to create a limited partnership (the "LP") with the LLC as the general partner and Mr. Sulzberger as the sole limited partner. Mr. Sulzberger transferred 321,840 shares to the LP as his capital contribution for his limited partnership interest in the LP.
- (3) On December 11, 2003, the LP distributed 2,625 shares to the Arthur Ochs Sulzberger 2003 Charitable Lead Trust (the "Trust"), which had previously acquired from Mr. Sulzberger his limited partnership interest in the LP (see footnote (2)). The reporting person and his three siblings are the sole trustees and remaindermen of the Trust.
- (4) On December 11, 2003, the Trust transferred 2,625 shares to unrelated charities as a gift.
- (5) In addition, as previously reported, the reporting person owns 1,400,000 shares of Class A Common Stock indirectly by a trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.