

SULZBERGER CATHY J
 Form 5/A
 February 02, 2005

FORM 5

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

OMB APPROVAL

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 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 CATHY J
 (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)

C/O NEW YORK TIMES CO, 229 WEST 43RD ST.
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Class A Common Stock | 10/31/2003 | | G | 470 D \$ 0 | 38,333 | D | |
| Class A Common Stock | 11/21/2003 | | G | 1,414 D \$ 0 | 36,919 | D | |
| Class A Common | 01/31/2003 | | G | 230 A \$ 0 | 9,840 | I | see footnote 1 ⁽¹⁾ |

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| | | | | | | | | | | |
|----------------------------|------------|---|------------------------|---------|---|------|---------|---|--|--|
| Stock | | | | | | | | | | |
| Class A Common Stock | 10/31/2003 | Â | G | 470 | A | \$ 0 | 10,310 | I | | see footnote 1 <u>(1)</u> |
| Class A Common Stock | 12/16/2003 | Â | G | 490 | A | \$ 0 | 10,800 | I | | see footnote 1 <u>(1)</u> |
| Class A Common Stock | 12/15/2003 | Â | G | 490 | A | \$ 0 | 17,491 | I | | By trusts |
| Class A Common Stock | 12/16/2003 | Â | G | 245 | A | \$ 0 | 17,736 | I | | By trusts |
| Class A Common Stock | 09/30/2003 | Â | <u>G⁽²⁾</u> | 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 | <u>G⁽³⁾</u> | 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 | <u>G⁽³⁾</u> | 2,625 | A | \$ 0 | 2,625 | I | | By trust |
| Class A Common Stock | 12/11/2003 | Â | <u>G⁽⁴⁾</u> | 2,625 | D | \$ 0 | 0 | I | | By trust <u>(5)</u> |

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 | 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 D S B O E |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-----------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-----------------|

Disposed
of (D)
(Instr. 3,
4, and 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 CATHY J C/O NEW YORK TIMES CO 229 WEST 43RD ST. NEW YORK, NY 10036 | X | X | X | X |

Signatures

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

02/02/2005

__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) Held by the reporting person as custodian under the New York Uniform Gifts to Minors Act for the benefit of her daughter.

(2) The reporting person and her 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 her 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 indirectly (a) 1,736 shares of Class A Common Stock held by her husband and (b) 1,400,000 shares of Class A Common Stock by a trust of which the reporting person is a trustee.

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