

A. H. Belo Corp
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

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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 *
ENGEL ALISON K

(Last) (First) (Middle)

A. H. BELO CORPORATION, P.O.
BOX 224866

2. Issuer Name and Ticker or Trading Symbol
A. H. Belo Corp [AHC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/CFO and Treasurer

(Street)

DALLAS, TX 75222-4866

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Series B Common Stock | 03/03/2014 | | M | | 27,000 | A | \$ 2.05 |
| Series B Common Stock ⁽¹⁾ | 03/03/2014 | | C | | 27,000 | D | \$ 0 ⁽²⁾ |
| Series A Common Stock ⁽¹⁾ | 03/03/2014 | | C | | 27,000 | A | \$ 0 ⁽²⁾ |
| Series A Common | 03/03/2014 | | S | | 27,000 | D | \$ 11.4603 |

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| | | | | | | | | |
|--------------|------------|--|---|--------|-----|---------|--------|-----------|
| Stock | | | | | (3) | | | |
| Series A | | | | | \$ | | | |
| Common Stock | 03/04/2014 | | S | 20,023 | D | 12.5674 | 59,077 | D |
| | | | | | | (4) | | |
| Series A | | | | | | | | By 401(k) |
| Common Stock | | | | | | | 13 | I |
| | | | | | | | | Account |
| | | | | | | | | (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 2.05 | 03/03/2014 | | M | 27,000 | 12/03/2011 12/03/2018 | Series B Common Stock | 27,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| ENGEL ALISON K A. H. BELO CORPORATION P.O. BOX 224866 DALLAS, TX 75222-4866 | Director 10% Owner Officer SVP/CFO and Treasurer Other |

Signatures

Christine E. Larkin,
Attorney-in-Fact 03/05/2014

**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) Series B Common Stock is converted into Series A Common Stock upon transfer to other than a "permitted Transferee" as defined in the Issuer's Certificate of Incorporation.
- (2) No consideration; converted on a share-for-share basis.

This transaction was executed in multiple trades at prices ranging from \$11.37 to \$11.71 per share. The price reported reflects the
- (3) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$12.35 to \$12.89 per share. The price reported reflects the
- (4) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Held by the A. H. Belo Savings Plan as of the date of this report.

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