#### CASS DONALD F JR

Form 4

February 14, 2008

<b>FORI</b>	<b>VI</b> 4
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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

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591

400

may continue. See Instruction

1(b).

Stock (1) Series A

Common

Stock (1) Series B Common

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person * CASS DONALD F JR		Person * 2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
		A. H. B	elo CORI	P [AHC]		(Ch	eck all applicable	e)	
(Last)	(First) (M	fiddle) 3. Date of	Earliest Tr	ansaction					
		(Month/D	ay/Year)			Director		6 Owner	
P.O. BOX 2	02/08/20	02/08/2008			X Officer (gibelow)	below)  VP and Secretary	er (specify		
	4 TC A	4 16 4 1 4 10 4 10 11 1			, and the second se				
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
		Filed(Mon	th/Day/Year	)		Applicable Line)	y One Reporting Po	arcon	
DALLACT	TV 75000 1066						More than One R		
DALLAS, I	TX 75222-4866					Person			
(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securiti		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		onAcquired		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	` ′	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						Reported	(IIISII. 4)	(IIISII. 4)	
					(A)	Transaction(s)			
			C = V		or	(Instr. 3 and 4)			
Coming A			Code V	Amount	(D) Price				
Series A						200	Ъ		
Common						309	D		

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

By 401(k)

Account (2)

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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)

	·	, , ,	, <b>.</b>		Í			
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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		7. Title and A Underlying So (Instr. 3 and 4
					(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Options (Right to Buy)	\$ 19.1718			Code V	(A) (D)	<u>(4)</u>	12/16/2009	Series B Common Stock
Employee Stock Options (Right to Buy) (1) (3)	\$ 17.9238					<u>(4)</u>	11/30/2011	Series B Common Stock
Employee Stock Options (Right to Buy)	\$ 21.6428					<u>(4)</u>	12/06/2012	Series B Common Stock
Employee Stock Options (Right to Buy) (1) (3)	\$ 28.0084					<u>(4)</u>	12/05/2013	Series B Common Stock
Employee Stock Options (Right to Buy)	\$ 25.2617					<u>(4)</u>	12/03/2014	Series B Common Stock
Employee Stock Options (Right to Buy) (1) (3)	\$ 21.6729					<u>(5)</u>	12/09/2015	Series B Common Stock
Restricted Stock Units (Time-Based) (1) (3)	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Series A Common Stock
Restricted Stock Units (Time-Based) (1) (3)	<u>(6)</u>					(8)	(8)	Series A Common Stock
	<u>(6)</u>					<u>(9)</u>	(9)	

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Restricted Stock Units (Time-Based) (1) (3)				Series A Common Stock
Restricted Stock Units (Time-Based) (1) (3)	<u>(6)</u>	(10)	(10)	Series A Common Stock
Restricted Stock Units (Performance-Related) (1) (3)	<u>(6)</u>	<u>(11)</u>	(11)	Series A Common Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CASS DONALD F JR P.O. BOX 224866 DALLAS, TX 75222-4866

**EVP** and Secretary

# **Signatures**

Kay F. Stockler, Attorney-In-Fact 02/13/2008

\*\*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) VOLUNTARY REPORT TO DISCLOSE SECURITIES ISSUED IN CONNECTION WITH THE SPIN-OFF OF THE ISSUER BY BELO CORP.
- (2) Held by the A. H. Belo Savings Plan as of February 8, 2008.
- (3) Reflects derivative securities (exercisable for or settled in the Issuer's common stock) held as a result of the spin-off of the Issuer from Belo Corp. pursuant to the anti-dilution adjustment provisions of previously outstanding awards.
- (4) All options are currently exercisable.
- (5) The options are currently exercisable as to 2,870 shares and become exercisable as to the remaining 1,230 shares on December 9, 2008.
  - Each restricted stock unit (both performance-related and time-based) represents a contingent right to receive the value of one share of A.
- (6) H. Belo Corporation Series A Common Stock. RSUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Corp. Series A Common Stock and 40% in cash.
- (7) These time-based restricted stock units vest 100% on February 13, 2008, and are settled within 10 business days thereafter.
- (8) These time-based restricted stock units vest 100% in 2009 on the date of the A. H. Belo Corporation annual earnings release for the fiscal year ending December 31, 2008 and are settled within 10 business days thereafter.
- (9) These time-based restricted stock units vest 100% in 2010 on the date of the A. H. Belo Corporation annual earnings release for the fiscal year ending December 31, 2009 and are settled within 10 business days thereafter.
- (10) These time-based restricted stock units vest 100% in 2011 on the date of the A. H. Belo Corporation annual earnings release for the fiscal year ending December 31, 2010 and are settled within 10 business days thereafter.
- One-half of these PBRSUs vests and is paid out as soon as practicable following each annual earnings release date for the fiscal years (11) ending December 31, 2007 and 2008. Earned PBRSUs not yet paid are subject to additional vesting requirements that depend on the continued employment of the reporting person with the Company.

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