

CASS DONALD F JR
Form 4
December 07, 2009

FORM 4

**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).

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 *
CASS DONALD F JR

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75222-4866

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(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 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 or Price | | |
| Series B Common Stock | 12/04/2009 | | M | | 20,000 A \$ 2.05 | 20,400 | D |
| Series B Common Stock ⁽¹⁾ | 12/04/2009 | | C | | 20,000 D \$ 0 ⁽²⁾ | 400 | D |
| Series A Common Stock ⁽¹⁾ | 12/04/2009 | | C | | 20,000 A \$ 0 ⁽²⁾ | 23,599 | D |
| Series A Common | 12/04/2009 | | S | | 20,000 D \$ 4.359 | 3,599 | D |

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| | | | | |
|-----------------------------|------------|---|--|----------------------------------|
| Stock | <u>(5)</u> | | | |
| Series A Common Stock | 591 | I | | By 401k Account <u>(3)</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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Employee Stock Option (Right to Buy) | \$ 2.05 | 12/04/2009 | | M | 20,000 | <u>(4)</u> 12/03/2018 | Series B Common Stock | 20,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CASS DONALD F JR A. H. BELO CORPORATION P.O. BOX 224866 DALLAS, TX 75222-4866 | | | Executive Vice President | |

Signatures

Kay F. Stockler,
Attorney-in-Fact

12/07/2009

 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.
- (3) Held by the A. H. Belo Savings Plan as of November 30, 2009.
- (4) These options became exercisable as to 40,000 shares on 12/3/2009; the remaining options become exercisable as to 30,000 shares on 12/3/2010 and as to 30,000 shares on 12/3/2011.
- (5) Represents the average sale price per share. Shares sold in the open market as follows: 7,541 shares @ \$4.35 per share; 3,559 shares @ \$4.36 per share; 1,900 shares @ \$4.3601 per share; 5,000 shares @ \$4.3625 per share; and 2,000 shares @ \$4.3815 per share.

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.