

A. H. Belo Corp
Form 4
February 20, 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 *
OHARA MICHAEL JOSEPH

(Last) (First) (Middle)
508 YOUNG STREET
(Street)

DALLAS, TX 75202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2014

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)
SVP/Chief Information Officer

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 (A) or (D) Price | | |
| Series A Common Stock | 02/18/2014 | | S | | 4,993 D \$ 10.0742 (1) | 0 | D |
| Series A Common Stock | 02/18/2014 | | M | | 2,900 (2) A (3) 2,900 | | D |
| Series A Common Stock | 02/18/2014 | | D(4) | | 1,160 (4) D \$ 10.12 1,740 | | D |
| Series A Common | 02/18/2014 | | M | | 2,250 (5) A (3) 3,990 | | D |

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Stock

| | | | | | | | | |
|-----------------------------|------------|--|------------------|----------------------|---|----------------|-------|---|
| Series A Common Stock | 02/18/2014 | | D ⁽⁴⁾ | 900 ⁽⁴⁾ | D | \$ 10.12 | 3,090 | D |
| Series A Common Stock | 02/18/2014 | | M | 2,830 ⁽⁶⁾ | A | ⁽³⁾ | 5,920 | D |
| Series A Common Stock | 02/18/2014 | | D ⁽⁴⁾ | 1,132 ⁽⁴⁾ | D | \$ 10.12 | 4,788 | D |

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 | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units (Time-Based) ⁽⁷⁾ | ⁽³⁾ | 02/18/2014 | | M | | 2,900 | ⁽⁸⁾ ⁽⁸⁾ | Series A Common Stock | 2,900 ⁽³⁾ |
| Restricted Stock Units (Time-Based) ⁽⁹⁾ | ⁽³⁾ | 02/18/2014 | | M | | 2,250 | ⁽⁸⁾ ⁽⁸⁾ | Series A Common Stock | 2,250 ⁽³⁾ |
| Restricted Stock Units (Time-Based) ⁽¹⁰⁾ | ⁽³⁾ | 02/18/2014 | | M | | 2,830 | ⁽⁸⁾ ⁽⁸⁾ | Series A Common Stock | 2,830 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OHARA MICHAEL JOSEPH 508 YOUNG STREET DALLAS, TX 75202 | | | SVP/Chief Information Officer | |

Signatures

Christine E. Larkin,
Attorney-In-Fact

02/20/2014

 **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) This transaction was executed in multiple trades at prices ranging from \$9.72 to \$10.39 per share. The price reported reflects the 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.
- (2) The number of shares shown represents the time-based restricted stock units (TBRsUs) that vested and were paid on February 18, 2014. These TBRsUs were awarded on March 9, 2011.
- (3) Each TBRsU represents a contingent right to receive the value of one share of A. H. Belo Corporation Series A Common Stock. TBRsUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Corporation Series A Stock and 40% in cash.
- (4) The number of shares shown represents the settlement of the 40% cash portion of TBRsUs that vested and were paid on February 18, 2014. Pursuant to SEC guidance, settlement of the cash portion is deemed a disposition of shares to the Company.
- (5) The number of shares shown represents the TBRsUs that vested and were paid on February 18, 2014. These TBRsUs were awarded on March 8, 2012.
- (6) The number of shares shown represents the TBRsUs that vested and were paid on February 18, 2014. These TBRsUs were awarded on March 7, 2013.
- (7) These TBRsUs were awarded on March 9, 2011.
- (8) These TBRsUs vest 100% and are paid on the third trading day following the annual earnings release date for the fiscal year ended December 31, 2013.
- (9) These TBRsUs were awarded on March 8, 2012.
- (10) These TBRsUs were awarded on March 7, 2013.

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.