

A. H. Belo Corp
Form 4
May 19, 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 *
HERNDON DEALEY D

(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)
05/15/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Series A Common Stock | 05/19/2014 | | M | | 7,954 (1) | A | (2) |
| Series A Common Stock | 05/19/2014 | | D(3) | | 3,182 (3) | D | \$ 12.09 |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units (Time-Based) | (2) | 05/15/2014 | | A | 5,167 | (4) (4) | Series A Common Stock | 5,167 (2) |
| Restricted Stock Units (Time-Based) (5) | (2) | 05/19/2014 | | M | 7,954 | (6) (6) | Series A Common Stock | 7,954 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HERNDON DEALEY D A. H. BELO CORPORATION P.O. BOX 224866 DALLAS, TX 75222-4866 | X | | | |

Signatures

Christine E. Larkin,
Attorney-In-Fact

05/19/2014

**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) The number of shares shown represents the time-based restricted stock units (TBRsUs) that vested on May 18, 2012 and were settled on May 19, 2014. These TBRsUs were awarded on May 18, 2011.
Each TBRsU represents a contingent right to receive the value of one share of A. H. Belo Corporation Series A Common Stock. These
- (2) TBRsUs are valued as of the date of settlement and are paid 60% in shares of A. H. Belo Corporation Series A Common Stock and 40% in cash.
- (3) The number of shares shown represents the settlement of the 40% cash portion of TBRsUs that were settled and paid on May 19, 2014. Settlement of the cash portion is, pursuant to SEC guidance, deemed to be a sale of shares to the Company.
- (4)

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These TBRsUs vest 100% on the date of the Company's 2015 annual meeting of shareholders and are settled on or within 10 business days of the 2017 annual meeting of shareholders.

(5) These TBRsUs were awarded on May 18, 2011.

(6) These TBRsUs vested 100% on May 18, 2012 and were settled on May 19, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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