

BELO CORP

Form 4

December 23, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SZOSTAK M ANNE

(Last) (First) (Middle)

BELO CORP., 400 S. RECORD  
STREET

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
BELO CORP [BLC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/23/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Series A Common Stock	12/23/2013		D		52,391 (1)	\$ 13.75	0 D
Series A Common Stock	12/23/2013		D		210 (1)	\$ 13.75	0 I

By  
Spouse's  
401K  
Account

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  
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SEC 1474  
(9-02)

number.

**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 Security (Instr. 3 and 4)
Director Stock Options (Right to Buy)	\$ 10.2	12/23/2013		D	18,716	12/23/2013 <sup>(2)</sup> 05/13/2018	Series B Common Stock
Restricted Stock Units (Time-Based)	<u>(3)</u>	12/23/2013		D	7,124	12/23/2013 <sup>(3)</sup> 05/06/2014	Series A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZOSTAK M ANNE BELO CORP. 400 S. RECORD STREET DALLAS, TX 75202	X			

## Signatures

Guy H. Kerr,  
Attorney-in-Fact

12/23/2013

\_\_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).

Disposed of pursuant to the terms of the Agreement and Plan of Merger among Belo Corp. ("Belo" or the "Company"), Gannett Co., Inc., and Delta Acquisition Corp., dated as of June 12, 2013 (the "Merger Agreement"). Each share of Company common stock was converted into the right to receive \$13.75 per share in cash at the effective time of the merger.

Per the terms of the Merger Agreement, each stock option that was outstanding and unexercised as of the effective time of the merger was converted into the right to receive an amount in cash equal to the excess, if any, of \$13.75 over the exercise price per share of Belo common stock subject to such Company stock option, less applicable withholding taxes.

Per the terms of the Merger Agreement, each time-based restricted stock unit granted that was outstanding as of the effective time of the merger became fully vested and was canceled and converted into the right to receive an amount in cash equal to the sum of (i) \$13.75 and

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(ii) any accrued but unpaid dividend equivalents as of the effective time of the merger, less applicable withholding taxes.

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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