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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 control number.

Form 4 (continued)

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)	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)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date
7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned at End of Month (Instr. 4)		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Title	Amount of Number of Shares							

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: /s/ James F. Wright*
*Signature of Reporting Person
James F. Wright
*Alex J. DeYonker

September 9, 2002
Date

Note: File three copies of this Form, one of which must be manually signed.

If space provided 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.

LIMITED POWER OF ATTORNEY

The undersigned does hereby constitute and appoint ALEX J. DEYONKER, TIMOTHY L. HORNER, and MICHAEL K. MOLITOR, or any one or more of them, his or her true and lawful attorneys and agents to do any and all acts and things and to execute and file any and all instruments that such attorneys and agents, or any of them, may consider necessary or advisable to enable the undersigned (in his or her individual capacity or in a fiduciary or other capacity) to comply with the Securities Exchange Act of 1934, as amended (the "Act"), and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation, execution and filing of any report or statement of beneficial ownership or changes in beneficial ownership of securities of SPARTAN STORES, INC. (the "Company") that the undersigned (in his or her individual capacity or in a fiduciary or other capacity) may be required to file pursuant to Sections 13 or 16 of the Act including, without limitation, full power and authority to sign the undersigned's name, in his or her individual capacity or in a fiduciary or other capacity, to any report, application or statement on Form ID, Forms 3, 4 or 5, Schedules 13D or 13G, or to any amendments or any successor forms thereto, or any form or forms adopted by the Securities and Exchange Commission in lieu thereof or in addition thereto, hereby ratifying and confirming all that such attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

The undersigned agrees that the attorneys-in-fact named herein may rely entirely on information furnished orally or in writing by the undersigned to such attorneys-in-fact. The undersigned also agrees to indemnify and hold harmless the attorneys-in-fact against any losses, claims, damages or liabilities (or actions in respect thereof) that arise out of or are based upon any untrue statement or omission of necessary fact in the information provided by the undersigned to the attorneys-in-fact for purposes of executing, acknowledging, delivering or filing any such forms, or any amendments or any successor forms thereto, or any form or forms adopted by the Securities and Exchange Commission in lieu thereof or in addition thereto.

This authorization shall be in addition to all prior authorizations to act for the undersigned with respect to securities of the Company in these matters.

Date: August 14, 2002

/s/ James F. Wright

James F. Wright

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(1) Alison Engel, Dan Blizzard and John McKeon are not participants in the New Plans, the PTS Plan or the PTS Restoration Plan.

(2) Amounts indicated in column (d) do not include pension transition supplement payments that the Company funded into the PTS Plan, a qualified defined contribution retirement plan, and the PTS Restoration Plan, a non-qualified plan. These amounts are shown under the heading *All Other Compensation* in the Summary Compensation Table.

Pension Transition Benefits. In connection with the spin-off on February 8, 2008, A. H. Belo adopted the PTS Plan and the PTS Restoration Plan, which are designed to provide those employees who previously participated in the Belo Plan and were affected by the Belo Plan freeze in 2007 a supplemental benefit over a five-year period to replace a portion of the pension benefit they would have earned had the Belo Plan not been frozen.

For a participant to remain eligible for a contribution, the participant must remain an A. H. Belo or Belo Corp. employee through the last day of a designated plan year. The amount of any contribution is determined by applying an actuarially-determined factor to the participant's eligible compensation earned during a given plan year. Eligible compensation is limited to \$245,000 for all participants in the PTS Plan and PTS Restoration Plan.

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The Company suspended, with respect to all participants, the 2009 contributions that would have been made to the PTS Plan and PTS Restoration Plan in 2010. Effective January 1, 2010, the PTS Plan and PTS Restoration Plan benefits were reinstated for all participants and accrued benefits for 2010 were contributed in 2011. Accrued benefits for 2011 were contributed in 2012.

Robert Decherd and Jim Moroney are the only named executive officers for whom amounts have been credited under the PTS Restoration Plan. Their aggregate earnings in the year ending December 31, 2011 under the PTS Restoration Plan are as follows:

Non-Qualified Deferred Compensation for 2011				
Name	Registrant Contributions in Last FYE	Aggregate Earnings in Last FYE	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE
(a)	(\$)(1) (c)	(\$) (d)	(\$) (e)	(\$) (f)
Robert W. Decherd	\$	\$ (46)	\$	\$ 1,029
James M. Moroney III	\$	\$ (107)	\$	\$ 8,437

(1) Total Company contributions to Robert Decherd's and Jim Moroney's PTS Restoration Plan accounts that have been reported in the Company's prior proxy statements as "All Other Compensation" in the Summary Compensation Table are \$0 and \$0, respectively. Amounts under the PTS Restoration Plan are distributed upon termination of employment in a lump sum to the participant.

Change in Control Arrangements and Other Agreements Upon Termination of Employment

The following descriptions reflect the amount of compensation that would have become payable to each of the NEOs under existing arrangements if there had been a change in control or the named executive's employment had terminated on December 31, 2011, given the named executive's compensation and service levels at A. H. Belo as of such date and, if applicable, based on A. H. Belo's closing stock price on that date. As used in this section, termination means the termination of a named executive officer's employment with the Company due to death, disability or retirement at or after age 55 with at least three years of service or involuntary termination without cause. These amounts are in addition to benefits that were available without regard to the occurrence of any termination of employment or change in control, including then-exercisable stock options, and benefits available generally to salaried employees.

Except for Mr. McKeon's employment and severance agreements, at December 31, 2011, the Company did not have individual written agreements with any of the NEOs that would provide guaranteed payments or benefits in the event of a termination of employment or a change in control. The actual amounts that would be paid upon a NEO's termination of employment or a change in control can be determined only at the time of any such event. Due to the number of factors that affect the nature and amount of any benefits provided upon any such event, the actual amounts paid or distributed may be higher or lower than the amounts set forth in the table that follows. Factors that could affect these amounts include the timing during the year of any such event, the relevant company's stock price and the executive's age.

2009 Severance Plan. The 2009 Severance Plan, an employee welfare benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended (ERISA), provides severance benefits to eligible employees, including the NEOs, following involuntary terminations of employment by the Company, including, but not limited to, reduction-in-force and re-engineering actions. The severance benefit provided under the 2009 Severance Plan for participants at or above the level of vice president is an amount equal to 1.0 week of base pay multiplied by the number of years of service, subject to a minimum benefit of 16 weeks of pay, plus six months of COBRA premiums. Severance benefits are paid in a lump sum following termination of employment and upon the execution of a release. Outplacement services also may be provided. In the event of an involuntary termination of employment by the Company, all unvested option and RSU awards are forfeited immediately and all vested options remain exercisable for one year from the date of termination.

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CIC Plan Change in Control Benefits. Under A. H. Belo's Change in Control Severance Plan (CIC Plan), each designated executive is eligible for certain payments upon a change in control. The circumstances that would result in a change in control under the CIC Plan include: (1) the acquisition by a person or group of 30 percent or more of the combined voting power of the Company's voting securities (excluding voting securities held by Robert Decherd and voting securities held by any entity over which Robert Decherd has sole or shared voting power); (2) certain changes in the membership of the Company's Board of Directors that are not approved by the incumbent directors; (3) consummation of a business combination or sale of substantially all of the Company's assets, unless immediately following such transaction the beneficial owners of shares of A. H. Belo's common stock and other securities eligible to vote immediately prior to the transaction beneficially own more than 60 percent of the combined voting power of the voting securities of the continuing company resulting from such transaction; or (4) approval by A. H. Belo shareholders of a plan of liquidation or dissolution. In connection with any actual termination of employment, change in control or otherwise, A. H. Belo may determine to enter into or amend other agreements or arrangements that provide additional or alternative benefits that would be payable as a result of such events, as the Compensation Committee or Board determines appropriate.

The amounts presented in the table below with respect to change in control payments are based upon the terms of the CIC Plan had there been a termination of employment in connection with a change in control on December 31, 2011.

ICP Change in Control Benefits. Compensation and benefits of all plan participants, which include A. H. Belo's executive officers, under the Company's ICP may also be affected by a change in control of A. H. Belo. Generally under the ICP, a change in control event means the first of the following to occur, unless the A. H. Belo Board of Directors has adopted a resolution stipulating that such event will not constitute a change in control for purposes of the ICP:

specified changes in the majority composition of A. H. Belo's Board;

specified mergers or sales or dispositions of all or substantially all of A. H. Belo's assets;

shareholder approval of a plan of complete liquidation or dissolution of A. H. Belo; or

acquisition of more than 30 percent of the combined voting power of A. H. Belo common stock.

Following a change in control of A. H. Belo, ICP bonuses are paid in full at the higher of target or forecasted full-year results in the year of the change in control; stock options held by participants, including senior management, sales executives and non-employee directors, become fully-vested and are immediately exercisable; TBRSUs vest and are payable in full immediately; and PBRsUs vest at the higher of target or forecasted full-year results in the year of the change in control; and all vested units are payable in full immediately.

Pension Transition Supplement Restoration Plan. Effective February 8, 2008, A. H. Belo adopted the PTS Restoration Plan, as a non-qualified plan, to provide the portion of PTS Plan benefit that cannot be provided under the PTS Plan because of Code limitations on the amount of qualified plan benefits. Generally under the PTS Restoration Plan, a change in control will occur on the date that there is a:

change in ownership in the Company, wherein any person or group acquires more than 50% of the total fair market value or total voting power of A. H. Belo stock;

change in effective control of the Company, wherein (a) any person or group acquires 30% or more of the total voting power of A. H. Belo stock or (b) a majority of the members of A. H. Belo's Board are replaced during any 12-month period by persons not appointed or endorsed by a majority of A. H. Belo's Board prior to the date of such appointment or election; or

change in the ownership of a substantial portion of the assets of the Company, wherein any person or group acquired A. H. Belo assets having a total gross fair market value of 40 percent or more of the total gross fair market value of all A. H. Belo assets.

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Upon the occurrence of a change in control, as defined in the PTS Restoration Plan, the A. H. Belo Compensation Committee has the right, but not the obligation, to terminate the PTS Restoration Plan and distribute the entire balance of participants' accounts to the participants.

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The approximate value of the severance benefits available to each of the NEOs, if there had been a termination of employment (as defined) due to death, disability or retirement, involuntary termination without cause, or had there been a termination of employment in connection with a change in control (as defined), on December 31, 2011, under the ICP, the 2009 Severance Plan or the CIC Plan, would have been as follows, based on a closing market price of \$4.75 per share for A. H. Belo's Series A common stock for the year ended December 31, 2011:

Potential Payments on Change in Control or Upon Termination of Employment at December 31, 2011			
Name and Description of Benefit	Termination/ Severance Plan	Termination/ Change in Control	Death, Disability or Retirement After Age 55 with Three Years Service
(a)	(b)	(c)	(d)
Robert W. Decherd(4)			
Non-equity incentives(1)	\$	\$ 408,000	\$
Time-based RSUs(2)	\$ 988,299	\$ 988,299	\$ 988,299
CIC Plan payments(3)	\$	\$ 1,964,638	\$
2009 Severance Plan Payment	\$ 361,131	\$	\$
Total	\$ 1,349,430	\$ 3,360,937	\$ 988,299
James M. Moroney III(4)			
Non-equity incentives(1)	\$	\$ 327,250	\$
Time-based RSUs(2)	\$ 520,961	\$ 520,961	\$ 520,961
CIC Plan payments(3)	\$	\$ 1,327,986	\$
2009 Severance Plan Payment	\$ 305,572	\$	\$
Total	\$ 826,533	\$ 2,176,197	\$ 520,961
Alison K. Engel			
Non-equity incentives(1)	\$	\$ 150,000	\$
Time-based RSUs(2)	\$ 314,175	\$ 314,175	\$ 314,175
CIC Plan payments(3)	\$	\$ 743,982	\$
2009 Severance Plan Payment	\$ 100,010	\$	\$
Total	\$ 414,184	\$ 1,208,157	\$ 314,175
Daniel J. Blizzard			
Non-equity incentives(1)	\$	\$ 100,000	\$
Time-based RSUs(2)	\$ 180,111	\$ 180,111	\$ 180,111
CIC Plan payments(3)	\$	\$ 582,679	\$
2009 Severance Plan Payment	\$ 84,625	\$	\$
Total	\$ 264,736	\$ 862,790	\$ 180,111
John C. McKeon			
Non-equity incentives(1)	\$	\$ 240,000	\$
Time-based RSUs(2)	\$ 288,092	\$ 288,092	\$ 288,092
CIC Plan payments(3)	\$	\$ 1,093,898	\$
2009 Severance Plan Payment	\$ 130,779	\$	\$
Total	\$ 418,871	\$ 1,621,990	\$ 288,092

- (1) In the event of a change in control, short-term, non-equity incentives (cash bonuses) are paid in a lump sum to each executive at the higher of target or actual financial performance based on current full-year forecasted results (taking into consideration actual financial performance to date). The amounts in column (c) reflect the target bonus for each NEO. Cash bonuses are not automatically paid for executives terminating under other circumstances. See Compensation Discussion and Analysis Change in Control and Severance Benefits for a discussion of change in control events under the ICP.

- (2) Generally, all unvested TBSUs are forfeited immediately in the event an executive is terminated with or without cause or voluntarily resigns; however, the Compensation Committee retains discretion to accelerate the vesting of these RSUs in the case of involuntary severance without cause. In the event of a change in control or an executive's retirement after age 55 with at least three years of service, qualification for long-term disability, or death, vesting of all TBSUs is accelerated and payment is made as soon as practicable but no earlier than allowable under Section 409A of the Code.

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- (3) As of December 31, 2011, a multiple of 2.0 for the CEO and a multiple of 1.5 would have applied to each of the other NEO's payments under the CIC Plan had a termination of employment in connection with a change in control occurred. This multiple is used to determine the total cash payment to be awarded to each executive, and is applied to the sum of the following components: (1) base salary in effect at the time of the change in control; (2) higher of the current target bonus in effect prior to the change in control or the average of the last three years' bonus payments; (3) employer-provided contributions to the A. H. Belo Savings Plan, PTS Plan payments and PTS Restoration Plan payments for the current year; and (4) employer cost of medical and dental benefits in excess of employee premiums. In addition to this change in control amount, the employee is also eligible for outplacement services valued at no more than \$25,000, plus reimbursement for any legal fees incurred to enforce the participant's rights under the plan. For each executive, the assumptions for outplacement costs and legal fees in the table above were \$25,000 and \$0, respectively. To the extent the cash payment and the value related to the acceleration of vesting for outstanding equity awards exceeds three times the employee's average taxable compensation earned during the five years preceding the year of the change in control, excise taxes will be assessed. For each of the executives listed in the table above, a gross-up payment would not be necessary.
- (4) In addition to the change in control payments available under the ICP and the CIC Plan, there are also change in control provisions in the PTS Restoration Plan. Upon the occurrence of a change in control, the Compensation Committee has the right, but not the obligation, to terminate the PTS Restoration Plan and distribute the entire balance of participants' accounts to the participants. At December 31, 2011, the balance in Robert Decherd's PTS Restoration account was \$1,029 and the balance in Jim Moroney's PTS Restoration account was \$8,437. These amounts are not included in the table above. No other NEO had a PTS Restoration account balance at December 31, 2011.

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Non-employee directors receive compensation for their Board and committee service. Executive officers of the Company (Robert Decherd) who also serve as A. H. Belo directors do not receive separate compensation for Board service. Based on recommendations from the Compensation Committee, the Board determines the amount of non-employee director compensation each year and designates the manner in which it is paid. The annual retainer is paid on the date of the Company's annual meeting of shareholders for service through the date of the next annual meeting. Directors who are initially elected at a time other than at an annual meeting of shareholders receive a proportionate share of compensation relative to the service provided during an ordinary term of service. Vesting and payment dates for equity awards are adjusted to coincide with dates of awards relative to the previous award dates.

During 2011, non-employee directors on the A. H. Belo Board received an annual retainer package with a nominal value of \$112,000. The annual retainer is for the 2011-2012 term of service beginning May 18, 2011, the date of the Company's 2011 annual meeting of shareholders, through May 17, 2012, the date of the 2012 annual meeting of shareholders. One-half of the Board's annual retainer was paid in cash and the remaining one-half was paid in the form of TBRsUs for A. H. Belo Series A common stock. The number of TBRsUs was determined based on the closing market price of A. H. Belo Series A common stock on the date of the award. Annual awards for 2011-2012 were made on May 18, 2011.

Directors' TBRsU awards vest on the date of the annual shareholders meeting one year following the initial grant or on the next regularly scheduled shareholders meeting date for prorated awards made during a service period. Payment of vested TBRsUs is made 60% in shares of A. H. Belo Series A common stock and 40% in cash. Directors who voluntarily resign or retire from A. H. Belo Board service prior to the vesting of TBRsUs will receive a proportionate amount of the award based on actual service. Payment will be made on the payment date, which is three years following the initial award. Vesting is accelerated and payment is made immediately for TBRsUs held by a director who becomes disabled or dies.

A. H. Belo directors who served as committee chairs in 2011 received an additional \$8,000 in cash. A. H. Belo reimburses directors for travel expenses incurred in attending meetings. No additional fee is paid to directors for attendance at Board and committee meetings.

Director nominees John A. Beckert and Nicole G. Small joined the Board on September 12, 2011. Each received a prorated amount of the annual retainer package for the balance of the service year. Vesting and payment dates of John's and Nicole's TBRsU awards were adjusted to coincide with the director awards granted in May 2011.

The following table sets forth compensation for each A. H. Belo non-employee director for service as a director during the year ended December 31, 2011:

Non-Employee Director Compensation

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Stock Awards (\$) (c)(1)	All Other Compensation (\$) (g)(2)	Total (\$) (h)
John A. Beckert	\$ 38,203	\$ 38,203	\$ 480	\$ 76,886
Louis E. Caldera(3)	\$ 66,920	\$ 66,920	\$ 1,423	\$ 135,263
Dealey D. Herndon	\$ 56,000	\$ 56,000	\$ 6,842	\$ 118,842
Laurence E. Hirsch(4)	\$	\$	\$ 5,888	\$ 5,888
Ronald D. McCray	\$ 64,000	\$ 56,000	\$ 1,928	\$ 121,928
Tyree B. Miller	\$ 64,000	\$ 56,000	\$ 6,524	\$ 126,524
John P. Puerner	\$ 64,000	\$ 56,000	\$ 6,842	\$ 126,842
Nicole G. Small	\$ 38,203	\$ 38,203	\$ 480	\$ 76,886

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- (1) The amounts indicated in column (c) for stock awards are based on the grant date fair value of awards made May 18, 2011.
- (2) The amounts in column (g) reflect dividend equivalents paid in the second quarter, third quarter, and fourth quarter of 2011 on TBRSUs for which shares have not been issued. The second, third, and fourth quarter dividend equivalents were \$0.06 per TBRSU.
- (3) Mr. Caldera joined the Board on March 9, 2011 and received a prorated amount of the annual retainer package for the period of March 9, 2011 to the Company's annual meeting on May 18, 2011. Mr. Caldera received a full year's retainer effective with the Company's 2011 annual meeting along with the other directors.
- (4) Mr. Hirsch retired from the A. H. Belo Board effective with the Company's 2011 annual meeting. Following are the TBRSU holdings of each of A. H. Belo's non-employee directors as of December 31, 2011:

Name	May 2009 Award Payable in May 2012	June 2010 Award Payable in May 2013	May 2011 Award Payable in May 2014
John A. Beckert			7,992
Louis E. Caldera		1,407	7,954
Dealey D. Herndon	22,220	8,722	7,954
Laurence E. Hirsch	22,220	8,722	
Ronald D. McCray		5,408	7,954
Tyree B. Miller	22,220	8,722	7,954
John P. Puerner	22,220	8,722	7,954
Nicole G. Small			7,992

Prior to 2010, A. H. Belo directors received a portion of annual compensation in the form of stock options for the purchase of Series B common stock. The option exercise price is equal to the closing market price of Series A common stock on the date of grant. Options generally vested one year from the date of grant and expire 10 years from the date of grant. Vested options remain exercisable for the original term of the award for all former directors. Following are the stock option holdings of each of A. H. Belo's non-employee directors as of December 31, 2011:

Name	Outstanding Stock Options	Exercisable Stock Options
John A. Beckert		
Louis E. Caldera	8,480	8,480
Dealey D. Herndon	50,306	50,306
Laurence E. Hirsch	61,245	61,245
Ronald D. McCray		
Tyree B. Miller		
John P. Puerner	41,826	41,826

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CERTAIN RELATIONSHIPS

A. H. Belo has a written Code of Business Conduct and Ethics. One policy in the Code provides that all directors, officers, and employees avoid business and personal situations that may give rise to a conflict of interest. A conflict of interest under the Code occurs when an individual's private interest interferes or appears to interfere with A. H. Belo's interest. The Code provides that the Audit Committee (or its designee) is generally responsible for enforcement of the Code relating to members of the Board of Directors; and the Company's Management Committee (or its designee) is generally responsible for enforcement of the Code relating to officers and employees.

The Board has adopted a written related person transaction policy and procedures pursuant to which significant transactions involving the Company and related persons, as defined in Item 404(a) and accompanying instructions of SEC Regulation S-K, are subject to review by the Audit Committee. Transactions subject to the policy are any transaction within the scope of Item 404(a) and accompanying instructions of the Regulation S-K, which are transactions exceeding \$120,000 in which executive officers, directors or greater than 5% shareholders, or members of their immediate families, have a direct or indirect material interest. In determining whether to approve or ratify a related person transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction.

Robert Decherd is chairman of the Board, president and Chief Executive Officer of A. H. Belo, and the non-executive chairman of the Board of Belo Corp. Jim Moroney, executive vice president of A. H. Belo and publisher and Chief Executive Officer of *The Dallas Morning News*, is an executive officer of A. H. Belo and a director of Belo Corp. Dealey Herndon is a director of both Belo Corp. and A. H. Belo.

In connection with the 2008 spin-off, A. H. Belo and Belo entered into a separation and distribution agreement, a services agreement, a tax matters agreement and an employee matters agreement, effective as of the spin-off date. Under the services agreement, A. H. Belo and Belo (or their respective subsidiaries) provide each other with various services and/or support. Payments made or other consideration provided in connection with all continuing transactions between A. H. Belo and Belo are on an arms-length basis. The cash flows between A. H. Belo and Belo are not significant to the ongoing operations of A. H. Belo.

In October 2010, A. H. Belo and Belo Corp. entered into a Pension Plan Transfer Agreement (the "Transfer Agreement"), to split the Belo Plan into separately sponsored plans effective January 1, 2011. On January 3, 2011, the initial transfer of assets (\$215,235,000 representing approximately 91% of the estimated total amount of assets to be transferred) was made to the newly-established A. H. Belo-sponsored pension plans with the final, total amount determined and the remainder funded by the end of second quarter 2011. The Belo Plan's actuary determined the final, total amount of assets to be transferred in accordance with Section 4044 of the Employee Retirement Income Security Act of 1974, as amended (ERISA) on the basis of assumptions used for such purpose by the Pension Benefit Guaranty Corporation, was \$238,327,000 and in the second quarter of 2011, \$23,092,000 (the difference between the final determination and the amount of the initial transfer) was funded. The split of the Belo Plan does not change the amount of the benefits any participant has accrued or is currently receiving. For plan years starting on and after January 1, 2011, A. H. Belo and Belo Corp. are each solely responsible for making contributions to their respective plans.

The Dallas Morning News, owned by A. H. Belo, and Belo Corp.'s Dallas/Fort Worth television station, WFAA-TV, entered into agreements whereby each agrees to provide media content, cross-promotion and other services to the other on a mutually agreed-upon basis. To date, the services and content provided each company has been cash neutral to both companies.

As a result of the 2008 spin-off and an assessment of their respective downtown Dallas real estate needs, A. H. Belo and Belo Corp. agreed to co-own, through a limited liability company (the "LLC") in which each entity held a fifty percent interest, The Belo Building, and specified other downtown Dallas real estate. Effective December 31, 2011, the Company and Belo Corp. divided the assets of the LLC. As a result of the division, which was based on independent third-party appraisals, the Company now owns three commercial parking lots, each occupying all or part of a full city block, and a public-private plaza covering another city block. The

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Company anticipates its annual net cash outlay for these properties will be approximately \$700,000 less than its net cash outlay to Belo Investment in 2011. The Company also recorded a liability of \$800,000 for deferred capital improvements to a property retained by Belo Corp. In addition, the Company and Belo Corp. co-own certain investments in third-party businesses unrelated to the LLC. A. H. Belo's aggregate investment in these third party businesses was approximately \$3,462,000.

The Company is not aware of any other related person transactions that would require disclosure.

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ANNUAL REPORT AND ADDITIONAL MATERIALS

Our 2011 annual report to shareholders is being distributed with this proxy statement. **Copies of our Annual Report on Form 10-K for the year ended December 31, 2011 may be obtained without charge upon written or oral request to A. H. Belo Corporation, Attention: Secretary, P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200. Our Annual Report on Form 10-K is also available free of charge on www.ahbelo.com, along with our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to all these reports as soon as reasonably practicable after the reports are electronically filed with or furnished to the SEC.**

Householding Information

If you and others who share your mailing address own A. H. Belo common stock in street name, meaning through bank or brokerage accounts, you may have received a notice that your household will receive only one Notice or only one set of proxy materials from each company whose stock is held in such accounts. This practice, known as householding, is designed to reduce the volume of duplicate information and reduce printing and mailing costs. If you hold shares through a bank or brokerage firm and would like to receive a separate copy of this proxy statement and the 2011 annual report, please contact the Investor Relations Department of A. H. Belo Corporation (P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200), and we will promptly send additional copies on request. In addition, if you wish in the future to receive your own set of proxy materials or if your household is currently receiving multiple copies of the proxy materials and you would like in the future to receive only a single set of proxy materials at your address, please notify the brokerage firm, bank, broker-dealer or other similar organization where your shares are held.

How to Receive Future Proxy Statements and Annual Reports Online

You can elect to receive future A. H. Belo proxy statements and annual reports over the Internet, instead of receiving paper copies in the mail. Registered shareholders may elect electronic delivery of future proxy materials and other shareholder communications simply by updating their shareholder account information through Investor Service-Direct, which may be accessed via the Internet at www.bnymellon.com/shareowner/equityaccess.

If you hold your shares in broker or nominee name and are not given an opportunity to consent to electronic delivery when you vote your shares online, you may contact the holder of record through which you hold your shares and ask about the availability of Internet delivery.

If you do consent to Internet delivery, a notation will be made in your account. When future proxy statements and annual reports become available, you will receive an e-mail notice instructing you on how to access them over the Internet.

SHAREHOLDER PROPOSALS FOR 2013 MEETING

In order to propose business for consideration or nominate persons for election to the A. H. Belo Board, a shareholder must comply with the advance notice provisions of our bylaws and all applicable SEC requirements. The bylaws provide that any such proposals or nominations must be submitted to and received by us between February 16, 2013 and March 18, 2013 in order to be considered at the 2013 annual meeting, and must satisfy the other requirements in our bylaws regarding such proposals or nominations. If the shareholder does not also comply with the requirements of SEC Rule 14a-4, we may exercise discretionary voting authority under proxies we solicit to vote on any such proposal or nomination made by a shareholder. A shareholder who is interested in submitting a proposal for inclusion in our proxy materials for the 2013 annual meeting may do so by submitting the proposal to the attention of A. H. Belo's Secretary by no later than December 5, 2012 and following the procedures described in the Company's bylaws and SEC Rules 14a-8 and 14a-18.

Copies of the bylaws and SEC Rules 14a-4, 14a-8 and 14a-18 may be obtained by contacting A. H. Belo's Secretary at P. O. Box 224866, Dallas, Texas 75222-4866, or by telephone at (214) 977-8200, and submissions pursuant to these provisions should be addressed to A. H. Belo's Secretary at this same address.

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GENERAL

At the date of this proxy statement, we do not know of any matters to be presented for action at the annual meeting other than those described in this proxy statement. If any other matters should come before the annual meeting, the persons named in the accompanying form of proxy will have discretionary authority to vote all proxies in accordance with their best judgment, unless otherwise restricted by law.

By Order of the Board of Directors

DANIEL J. BLIZZARD

Secretary

Dated: April 4, 2012

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APPENDIX A

MAJORITY VOTING IN THE ELECTION OF DIRECTORS

Excerpted from A. H. Belo Corporation

Corporate Governance Guidelines

The complete current version of the Corporate Governance Guidelines as approved and adopted by the

Board of Directors is posted on A. H. Belo's Web site at www.ahbelo.com.

A copy of the Corporate Governance Guidelines may be obtained without charge upon written or oral request to

A. H. Belo Corporation, Attention: Secretary,

P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200.

Board Composition & Qualifications

Majority Voting in the Election of Directors; Director Resignation Policy

If a nominee for director who is an incumbent director does not receive the vote of at least a majority of the votes cast in an uncontested election at any meeting for the election of directors at which a quorum is present, the director will promptly tender his or her resignation to the Board. For purposes of this Corporate Governance Guideline, a majority of votes cast means that the number of votes cast for a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director's election.

The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation.

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APPENDIX B

INDEPENDENCE STANDARDS

Excerpted from A. H. Belo Corporation

Corporate Governance Guidelines

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A copy of the Corporate Governance Guidelines may be obtained without charge upon written or oral request to

A. H. Belo Corporation, Attention: Secretary,

P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200.

Board Composition & Qualifications

Independence

A majority of the directors comprising the Board shall be independent directors. An independent director is a director who meets the New York Stock Exchange (NYSE) standards of independence, as determined by the Board. The Board has adopted the standards set forth on Attachment A to these Guidelines to assist it in making determinations of a director's independence.

Board Committees:

Number, Structure and Independence of Committees

The Board has three standing committees: Audit, Compensation, and Nominating and Corporate Governance. All members of the Audit, Compensation, and Nominating and Corporate Governance Committees shall be directors who meet the NYSE standards of independence as determined by the Board. Directors who serve on the Audit Committee must meet additional independence criteria described in Attachment A to these Guidelines and be financially literate as determined by the Board.

Attachment A: Independence Standards

A director shall be independent if the director meets each of the following standards and otherwise has no material relationship with A. H. Belo, either directly, or as a partner, stockholder, or officer of an organization that has a relationship with A. H. Belo. For purposes of these standards, A. H. Belo means A. H. Belo Corporation and its consolidated subsidiaries, collectively.

1. the director is not, and in the past three years has not been, an employee of A. H. Belo;
2. an immediate family member of the director is not, and in the past three years has not been, employed as an executive officer of A. H. Belo;
3. (a) neither the director nor a member of the director's immediate family is a current partner of A. H. Belo's outside auditing firm; (b) the director is not a current employee of A. H. Belo's outside auditing firm; (c) no member of the director's immediate family is a current employee of A. H. Belo's outside auditing firm and personally works on A. H. Belo's audit; and (d) neither the director nor a

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member of the director's immediate family was within the past three years (but is no longer) a partner or employee of A. H. Belo's outside auditing firm and personally worked on A. H. Belo's audit within that time;

4. neither the director nor a member of the director's immediate family is, or in the past three years has been, part of an interlocking directorate in which a current executive officer of A. H. Belo served on the compensation committee of another company at the same time the director or the director's immediate family member served as an executive officer of that company;
5. neither the director nor a member of the director's immediate family has received during any 12-month period in the past three years, any direct compensation from A. H. Belo in excess of \$120,000, other than compensation for Board service, compensation received by the director's immediate family member for service as a non-executive employee of A. H. Belo, and pension or other forms of deferred compensation for prior service;

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6. the director is not a current executive officer or employee, and no member of the director's immediate family is a current executive officer, of another company that makes payments to or receives payments from A. H. Belo, or during any of the last three fiscal years has made payments to or received payments from A. H. Belo, for property or services in an amount that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the other company's consolidated gross revenues;
7. the director is not an executive officer of a non-profit organization to which A. H. Belo makes or in the past three fiscal years has made, contributions that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the non-profit organization's consolidated gross revenues;
8. the director is not, and during the last fiscal year has not been, a partner in, or a controlling shareholder or executive officer of, a business corporation, non-profit organization, or other entity to which A. H. Belo was indebted at the end of A. H. Belo's last full fiscal year in an aggregate amount in excess of 2% of A. H. Belo's total consolidated assets at the end of such fiscal year;
9. the director is not, and during the last fiscal year has not been, a member of, or of counsel to, a law firm that A. H. Belo has retained during the last fiscal year or proposes to retain during the current fiscal year; or
10. the director is not, and during the last fiscal year has not been, a partner or executive officer of any investment banking firm that has performed services for A. H. Belo, other than as a participating underwriter in a syndicate, during the last fiscal year or that A. H. Belo proposes to have perform services during the current fiscal year.

The Board may determine that a director or nominee is independent even if the director or nominee does not meet each of the standards set forth in paragraphs (7) through (10) above as long as the Board determines that such person is independent of management and free from any relationship that in the judgment of the Board would interfere with such person's independent judgment as a member of the Board and the basis for such determination is disclosed in A. H. Belo's annual proxy statement.

In addition, a director is not considered independent for purposes of serving on the Audit Committee, and may not serve on that committee, if the director: (1) receives, either directly or indirectly, any consulting, advisory or other compensatory fee from A. H. Belo Corporation or any of its subsidiaries other than: (a) fees for service as a director, and (b) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with A. H. Belo; or (2) is an affiliated person of A. H. Belo Corporation or any of its subsidiaries; each as determined in accordance with Securities and Exchange Commission regulations.

For purposes of this Attachment A, an immediate family member means a person's spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

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NOTICE TO PARTICIPANTS

IN THE

A. H. BELO SAVINGS PLAN AND

THE SEPARATE BELO SAVINGS PLAN

MAINTAINED BY BELO CORP.

(the Savings Plans)

You should have received by separate correspondence a Notice of Internet Availability of Proxy Materials (the Notice) informing you of your ability to access the **A. H. Belo Corporation (A. H. Belo or the Company)** proxy materials on the Web site referred to in the Notice or to request to receive a printed set of the proxy materials. The proxy materials relate to the 2012 Annual Meeting of Shareholders of A. H. Belo that will be held in the TXCN Building at 570 Young Street, Dallas, Texas, on May 17, 2012, at 1:30 p.m. (local time). The A. H. Belo Board of Directors has fixed the close of business on March 22, 2012 as the record date (the **Record Date**) for the determination of shareholders entitled to receive notice of and to vote at the 2012 Annual Meeting of Shareholders or any adjournment(s) thereof. The annual meeting will be held for the purpose of electing directors, ratifying the appointment of KPMG LLP as the Company s independent registered public accounting firm, and considering any other matters that properly may come before the meeting or any postponement or adjournment of the meeting.

Directions to the Trustee

Only Fidelity Management Trust Company, as the trustee of each of the Savings Plans (**Fidelity**), can vote the shares of A. H. Belo stock held by each of the Savings Plans. However, under the terms of your plan, you are entitled to instruct Fidelity how to vote the shares of A. H. Belo stock that were allocated to your plan account at the close of business on the Record Date. Voting instructions with respect to shares held in the Savings Plans must be received by 11:59 p.m. Eastern Time on May 15, 2012, and may not be provided at the meeting.

The Notice you received includes instructions on how to access the proxy materials and how to provide your voting instructions to Fidelity via the Internet. It also provides information on how to request a printed set of the proxy materials, including a voting instruction card. Your participation is important and your vote is confidential. Please take the time to vote your plan shares via the Internet using the instructions included in the Notice, by using the toll-free telephone number provided in the proxy materials, or, if you opt to receive paper copies, by completing the voting instruction card and returning it in the envelope provided.

With respect to each of the Savings Plans, Fidelity will vote all A. H. Belo shares held by that plan in accordance with the voting instructions that are received via mail, telephone, or Internet on or before May 15, 2012 from participants in that plan, unless Fidelity determines such instructions are contrary to the requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA). If you sign, date, and return a paper voting instruction card but do not check any boxes on the card, then Fidelity will vote your plan shares FOR all nominees standing for election as directors and FOR ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm. In addition, at its discretion, Fidelity is authorized to vote on any other matter that properly may come before the meeting or any adjournment or postponement of the meeting.

Confidentiality and Instructions

Your voting instructions to Fidelity are strictly confidential and will not be revealed, directly or indirectly, to any director, officer, or other employee of A. H. Belo or to anyone else, except as otherwise required by law. Therefore, you should feel completely free to instruct Fidelity to vote your plan shares in the manner you think best.

Voting Deadline

Because of the time required to tabulate voting instructions from participants before the annual meeting, Fidelity must establish a cut-off date for receipt of voting instructions. **The cut-off date is May 15, 2012.** Fidelity cannot ensure that voting instructions received after the cut-off date will be tabulated. Therefore, it is important that you

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act promptly to vote your plan shares on or before May 15, 2012. If Fidelity does not receive timely instructions from you with respect to your plan shares, Fidelity will vote your shares in the same proportion as the shares for which voting instructions have been received from other participants in your Savings Plan.

Further Information

If you are a direct shareholder of A. H. Belo, please note that you must vote your directly-owned shares and your plan shares separately. You may not use the card or the voter identification information with respect to your directly-owned shares to vote your plan shares. Your direct vote of non-plan shares is not confidential.

If you have questions regarding the information provided to you, you may contact the plan administrator at (800) 835-5098 between 8:00 a.m. and 5:00 p.m., Central Time, Monday through Friday.

Your ability to instruct Fidelity how to vote your plan shares is an important part of your rights as a participant. Please consider the proxy materials carefully and provide your voting instructions to us promptly.

April 4, 2012

FIDELITY MANAGEMENT TRUST COMPANY

as Trustee of the A. H. BELO SAVINGS PLAN and

as Trustee of the BELO SAVINGS PLAN

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YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

We encourage you to take advantage of Internet or telephone voting.

Both are available 24 hours a day, 7 days a week.

Internet and telephone voting is available through 11:59 p.m. Eastern Time the day prior to the annual meeting day.

Voting instructions with respect to A. H. Belo Corporation shares held in the A. H. Belo Savings Plan and the separate Belo Savings Plan maintained by Belo Corp. (together, the Savings Plans) must be received by 11:59 p.m. Eastern Time on May 15, 2012, and may not be provided at the meeting.

INTERNET

<http://www.proxyvoting.com/ahc>

Use the Internet to vote. Have your proxy/voting instruction card in hand when you access the web site.

OR

TELEPHONE

1-866-540-5760

A. H. BELO CORPORATION

Use any touch-tone telephone to vote. Have your proxy/voting instruction card in hand when you call.

If you vote by Internet or by telephone, you do NOT need to mail back your proxy/voting instruction card.

To vote by mail, mark, sign and date your proxy/voting instruction card and return it in the enclosed postagepaid envelope.

Your Internet or telephone vote authorizes the named proxies or the Trustee of the Savings Plans, as applicable, to vote your shares in the same manner as if you marked, signed and returned your proxy/voting instruction card.

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Fulfillment

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You can now access your A. H. Belo account online.

Access your A. H. Belo account online via Investor ServiceDirect® (ISD).

The transfer agent for A. H. Belo now makes it easy and convenient to get current information on your shareholder account.

View account status	View payment history for dividends
View certificate history	Make address changes
View book-entry information	Obtain a duplicate 1099 tax form

Visit us on the web at <http://www.bnymellon.com/shareowner/equityaccess>

For Technical Assistance Call 1-877-978-7778 between 9am-7pm

Monday-Friday Eastern Time

Investor ServiceDirect®

Available 24 hours per day, 7 days per week

TOLL FREE NUMBER: 1-800-370-1163

Choose **MLinkSM** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect®** at www.bnymellon.com/shareowner/equityaccess where step-by-step instructions will prompt you through enrollment.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Shareholders. The Proxy Statement and the 2011 Annual Report to Shareholders are available at: <http://www.proxyvoting.com/ahc>

q FOLD AND DETACH HERE q

PROXY/VOTING INSTRUCTION CARD

Annual Meeting of Shareholders To be held May 17, 2012

THE BOARD OF DIRECTORS OF A. H. BELO CORPORATION SOLICITS THIS PROXY.

Appointment of Proxies: The undersigned hereby appoints Robert W. Decherd, Alison K. Engel, and Daniel J. Blizzard, or any one or more of them as proxies, each with the power to appoint his or her substitute, and hereby authorizes each of them to represent and to vote as designated below all the shares of the common stock of A. H. Belo Corporation held of record by the undersigned on March 22, 2012, at the 2012 Annual Meeting of Shareholders, and any adjournment or postponement thereof.

Voting Instructions by Participants in the Savings Plans: This proxy/voting instruction card, when properly completed and returned by you, constitutes voting instructions to Fidelity Management Trust Company (Fidelity), as the trustee of each of the Savings Plans, to vote the shares of A. H. Belo Corporation (A. H. Belo) common stock allocated to your plan account as of March 22, 2012 at the 2012 Annual Meeting of Shareholders, and any adjournment or postponement thereof, and also constitutes voting instructions to Fidelity for a proportionate number of shares of A. H. Belo common stock in the Savings Plans for which voting instructions have not been received. Your instructions to Fidelity will be held in confidence and will be made available only to the inspectors of the election at the Annual Meeting, none of whom is an employee of A. H. Belo. Please use the other side of this form in giving your instructions.

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THIS PROXY/VOTING INSTRUCTION CARD, WHEN PROPERLY COMPLETED AND RETURNED BY YOU, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY YOU. YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICE BY MARKING THE APPROPRIATE BOXES. IF YOU SIGN, DATE AND RETURN A PROXY/VOTING INSTRUCTION CARD BUT DO NOT CHECK ANY BOXES ON THE CARD, THEN THIS PROXY/VOTING INSTRUCTION CARD WILL BE VOTED FOR ALL NOMINEES STANDING FOR ELECTION AS DIRECTORS AND FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND IN THE PROXYHOLDERS OR THE TRUSTEES, AS APPLICABLE, DISCRETION ON ANY OTHER MATTER PRESENTED AT THE MEETING.

Address Change/Comments

(Mark the corresponding box on the reverse side)

SHAREOWNER SERVICES

P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

(Continued and to be marked, dated and signed, on the other side)

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