SEC Form 4

(City)

## FORM 4

(State)

(Zip)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |
|--------------------------|-----------|
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

X 10% Owner

Other (specify below)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  $\Box$ Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person\* WASHINGTON POST CO [ WPO ] **GRAHAM DONALD** X Director x Officer (give title below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) THE WASHINGTON POST COMPANY 03/15/2007 1150 15TH STREET, N.W. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) WASHINGTON X DC 20071

Form filed by One Reporting Person

COB and CEO

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Execution Date, if any (Month/Day/Year) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4) 7. Nature of Indirect Beneficial 1. Title of Security (Instr. 3) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction Date (Month/Day/Year) Ownership (Instr. 4) Code v Amount (A) or (D) Price and 4) Revocable Class B Common Stock 03/15/2007 **J**<sup>(1)</sup> 47,000 D (2) 6,146 I Trust Class B Common Stock 300 D Trust for 2,975 Class B Common Stock I Sibling<sup>(3)</sup> Trusts for Class B Common Stock 30,000 I Children<sup>(3)</sup> Trusts for Class B Common Stock 20,000 Children of I Sibling<sup>(3)</sup> Trust for Class B Common Stock 5 000 Т Third Party<sup>(3)</sup> Class B Common Stock 35,000 I Spouse<sup>(3)</sup> Class A Common Stock 03/15/2007 **J**<sup>(1)</sup> 47,000 (2) 449,695 D A Trust for Class A Common Stock 7,200 T Children<sup>(4)</sup> Trust for Class A Common Stock 762.078 T Siblings<sup>(4)</sup> Beneficiary Class A Common Stock 386.236 T of Trusts Trust for Class A Common Stock 7.200 T Siblings Children<sup>(4)</sup> Class A Common Stock 7,200 Spouse<sup>(4)</sup> I

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | se (Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   | Derivative Securities |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | Underlying Derivative Security (Instr. 3 and 4) |                                  | Derivative<br>Security | Securities<br>Beneficially<br>Owned      | Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---------------------|---|------|---|-----------------------|-----|--|--------------------|---|----------------------------------|------------------------|--|---|--|
|  |   |                     |   | Code | v | (A)                   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |                        | Reported<br>Transaction(s)<br>(Instr. 4) | (Instr. 4)  |  |

Explanation of Responses:

1. Exchange of Class B shares held indirectly by reporting person for the equivalent number of Class A shares held by a sibling.

2. N/A

3. The reporting person disclaims any beneficial ownership of these shares. In addition to the direct and indirect ownership of Class B shares herein, I am one of five trustees of a charitable trust which owns 46,339 Class B shares in which I disclaim any beneficial ownership. 4. The reporting person disclaims any benefial ownership of these securities

Remarks:

Veronica Dillon obo Donald E. Graham 03/19/2007

Date

\*\* Signature of Reporting Person

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).

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## Reports Under Section 16(a)

of the Securities Exchange Act of 1934

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a director, executive officer or beneficial owner of more than ten percent of the equity securities of The Washington Post Company, a Delaware corporation (hereinafter called the Company), hereby appoints VERONICA DILLON, JOHN B. MORSE, JR., WALLACE COONEY, and DANIEL J. LYNCH, and each of them, the undersigneds true and lawful attorneys-in-fact and agents with full power to act without the other and with full power of substitution and re-substitution, to execute, deliver and file, for the undersigned and in the undersigneds name, place and stead, any and all statements, reports and forms, and any and all amendments and supplements thereto, required to be filed with the Securities and Exchange Commission under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations adopted thereunder, in each case as the same may be amended from time to time, with respect to the ownership and changes in ownership of equity securities of the Company and derivatives of such equity securities, hereby granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is not longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by the Company, unless (i) earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (ii) with respect to each individual attorney-in-fact, upon their retirement or termination of employment with the Company.

Dated: January 18, 2007

/s/Donald E. Graham