

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>GRAHAM DONALD</b>  (Last) (First) (Middle) <b>C/O THE WASHINGTON POST COMPANY</b> <b>1150 15TH STREET, N.W.</b>  (Street) <b>WASHINGTON DC 20071</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WASHINGTON POST CO [ WPO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>COB and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/15/2008</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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			
Class B Common Stock								12,276	I	Revocable Trust
Class B Common Stock								600	D	
Class B Common Stock	05/15/2008		S		4,600	D	\$660.74	129,371	I	Trusts for Siblings <sup>(1)</sup>
Class B Common Stock	05/16/2008		S		6,900	D	\$667.05	122,471	I	Trusts for Siblings <sup>(1)</sup>
Class B Common Stock								21,800	I	Trusts for Children <sup>(1)</sup>
Class B Common Stock								21,800	I	Trusts for Children of Siblings <sup>(2)</sup>
Class B Common Stock								5,000	I	Trusts for Third Party <sup>(2)</sup>
Class B Common Stock								91,950	I	Spouse <sup>(2)</sup>
Class B Common Stock								96,558	I	Beneficiary of Trusts
Class A Common Stock								339,897	D	
Class A Common Stock								5,400	I	Trusts for Children <sup>(1)</sup>
Class A Common Stock								553,185	I	Trusts for Siblings <sup>(1)</sup>
Class A Common Stock								289,678	I	Beneficiary of Trusts <sup>(1)</sup>
Class A Common Stock								5,400	I	Trusts for Children of Siblings <sup>(1)</sup>
Class A Common Stock								5,400	I	Spouse <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	(A) Number of Derivative Securities Acquired (D) Disposed of (Instr. 3, 4 and 5)	(B) Date of Acquisition or Disposition (Month/Day/Year)	(C) Expiration Date (Month/Day/Year)	Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
1. The reporting person disclaims any beneficial ownership of these securities. 2. The reporting person disclaims any beneficial ownership of these shares. In addition, I am one of five following a charter which owns 26,339 Class B shares in which I disclaim any beneficial ownership.												
Remarks:												
/s/ Veronica Dillon for Donald E. Graham Amount or Number of Shares Signature of Reporting Person Date												
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.**