

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 5)*

Under the Securities Exchange Act of 1934

THE WASHINGTON POST COMPANY

(Name of Issuer)

CLASS B COMMON STOCK, \$1.00 PAR VALUE

(Title of Class of Securities)

939640 10 8

(CUSIP Number)

Diana M. Daniels, Esq.
Vice President and General Counsel
The Washington Post Company
1150 15th Street, N.W.
Washington, DC 20071
(202) 334-6600

with a copy to:
Melvin L. Bedrick, Esq.
Cravath, Swaine & Moore
825 Eighth Avenue
New York, NY 10019
(212) 474-1100

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

October 19, 1994

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of less than five percent of such class. See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Names of Reporting Persons S.S. or I.R.S.
Identification Nos. of Above Persons

Donald E. Graham

(2) Check the Appropriate Box if a Member of a Group
(a) []
(b) [x]

(3) SEC Use Only

(4) Source of Funds
Not Applicable

(5) Check if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e) []

(6) Citizenship or Place of Organization

United States

Number of	(7)	Sole Voting Power	2,219,205
Shares Bene-	(8)	Shared Voting Power	1,287,343
ficially	(9)	Sole Dispositive Power	491,440
Owned by	(10)	Shared Dispositive Power	1,287,343
Each Report-			
ing Person			
With			

(11) Aggregate Amount Beneficially Owned by Each
Reporting Person
3,506,548

(12) Check if the Aggregate Amount in Row (11) Excludes
Certain Shares

[]

(13) Percent of Class Represented by Amount in Row (11)
30.9

(14) Type of Reporting Person (See Instructions)

IN

- (1) Names of Reporting Persons S.S. or I.R.S.
Identification Nos. of Above Persons

Katharine Graham

- (2) Check the Appropriate Box if a Member of a Group
(a) []
(b) [x]

- (3) SEC Use Only

- (4) Source of Funds
Not Applicable

- (5) Check if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization

United States

Number of	(7)	Sole Voting Power	536,257
Shares Bene-	(8)	Shared Voting Power	228,370
ficially	(9)	Sole Dispositive Power	536,257
Owned by	(10)	Shared Dispositive Power	228,370
Each Report-			
ing Person			
With			

- (11) Aggregate Amount Beneficially Owned by Each
Reporting Person
764,627

- (12) Check if the Aggregate Amount in Row (11) Excludes
Certain Shares

[]

- (13) Percent of Class Represented by Amount in Row (11)
6.7

- (14) Type of Reporting Person (See Instructions)

IN

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 5)

Statement of

DONALD E. GRAHAM
and
KATHARINE GRAHAMPursuant to Section 13(d) of the
Securities Exchange Act of 1934

in respect of

THE WASHINGTON POST COMPANY

This Report relates to the Class B Common Stock, par value \$1.00 per share (the "Class B Common Stock"), of The Washington Post Company (the "Company"). The Report on Schedule 13D filed by Donald E. Graham and Katharine Graham dated March 4, 1977 (the "Original Report"), as amended on February 14, 1983 ("Amendment No. 1"), March 5, 1985 ("Amendment No. 2"), April 16, 1986 ("Amendment No. 3") and January 28, 1987 ("Amendment No. 4"), is hereby amended and supplemented as set forth below. The Original Report, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4, is hereinafter referred to as "Schedule 13D". All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in Schedule 13D.

Pursuant to Section 232.101 of Regulation S-T, which provides that an amendment to a paper format Schedule 13D filed relating to a registrant that has become subject to mandated electronic filing shall be in electronic format and the first such amendment shall restate the entire text of the Schedule 13D, the Original Report and Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4, are being filed as part of this Report as Attachment 1, Attachment 2, Attachment 3, Attachment 4 and Attachment 5, respectively, hereto and are hereby incorporated by reference herein for all purposes. Because previously filed paper exhibits to a Schedule 13D are not required to be

restated electronically, exhibits to the Original Report and all Amendments are not being refiled with this Report.

The descriptions contained in this Report of certain agreements and documents are qualified in their entirety by reference to the complete texts of such agreements and documents, which have been filed as exhibits to the Schedule 13D, as amended by this Report, and incorporated by reference herein.

This amendment is submitted to reflect changes that have occurred since the filing of the last amendment to the Schedule 13D of Donald E. Graham and Katharine Graham dated January 28, 1987.

The amendments to the Schedule 13D are as follows:

Item 5: Interest in Securities of the Issuer.

Item 5 of Schedule 13D is hereby deleted in its entirety and substituted by the following:

Interests of Mr. Graham:

As of December 31, 1994, Mr. Graham was the beneficial owner (as determined in accordance with Rule 13d-3(a), (c) and (d) under the Act) of 3,506,548 shares of Class B Common Stock of the Company, constituting approximately 30.9% of such shares then outstanding (as determined in accordance with the Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (a) through (o) below. Except as to the extent of: (A) his shared fiduciary voting and investment power with respect to, and one-quarter beneficial interest in, the shares held in the trusts referred to in paragraphs (f) and (i) below, (B) his shared fiduciary voting power with respect to the shares held in the trust referred to in paragraph (g) below, (C) his shared fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraphs (h), (j), (k), (m) and (n) below, (D) his sole fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraph (l) below, and (E) his sole voting power, under an agreement dated as of February 25, 1977, as extended and amended as of September 13, 1985, with respect to the shares referred to in paragraph (o) below, Mr. Graham has no beneficial interest, and expressly disclaims any beneficial interest, in the shares referred to in such paragraphs (f) through (o).

- (a) 1,076 shares of Class B Common Stock and 262,314 shares of Class A Common Stock, par value \$1.00 per share ("Class A Common Stock"), of the Company (Class A Common Stock being convertible share for share into Class B Common Stock) owned by Mr. Graham, as to which he had sole voting and investment power.
- (b) 208,050 shares of Class B Common Stock held in a revocable trust for the benefit of Mr. Graham. Mr. Graham, settlor, had sole voting power and investment power with respect to such shares. Mr. Graham has the right to revoke such trust at any time.
- (c) 56,333 shares of Class B Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with George J. Gillespie, III, the other trustee.
- (d) 60,497 shares of Class A Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.
- (e) 62,208 shares of Class A Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared voting power with Mr. Gillespie, the other trustee.
- (f) 135,168 shares of Class B Common Stock and 248,832 shares of Class A Common Stock held in trusts for the equal benefit of four persons (including Mr. Graham) and their descendants. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie and Elizabeth Graham Weymouth, the other trustees.
- (g) 186,624 shares of Class A Common Stock held in trusts for the benefit of others. Mr. Graham, as a trustee, shared voting power with Mr. Gillespie, one of the other trustees.
- (h) 120,994 shares of Class A Common Stock held in two trusts for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with

respect to such shares with Mr. Gillespie, the other trustee.

- (i) 135,168 shares of Class B Common Stock held in a trust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.
- (j) 43,149 shares of Class B Common Stock held in three trusts for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.
- (k) 225,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mrs. Graham, John W. Sweeterman, Martin Cohen and Vincent E. Reed, the other trustees.
- (l) 20,000 shares of Class B Common Stock held in two trusts for the benefit of others. Mr. Graham, as trustee, had sole voting and investment power with respect to such shares.
- (m) 10,000 shares of Class B Common Stock held in a trust for the benefit of another. Mr. Graham, as trustee, shared voting power with respect to such shares with Mr. Gillespie, the other trustee.
- (n) 2,600 shares of Class B Common Stock held in a charitable remainder unitrust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mrs. Graham and Mr. Gillespie, the other trustees.
- (o) 1,727,765 shares of Class B Common Stock as to which Mr. Graham had sole voting power under an agreement dated as of February 25, 1977, as extended and amended as of September 13, 1985, as more fully described in Item 6 below.

Interests of Mrs. Graham:

As of December 31, 1994, Mrs. Graham was the beneficial owner (as determined in accordance with Rules

13d-3(a), (c) and (d) under the Act) of 764,627 shares of Class B Common Stock of the Company, constituting approximately 6.7% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraph (p) through (s) below. Except as to the extent of her shared fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraphs (r) and (s) below, Mrs. Graham has no beneficial interest, and expressly disclaims any beneficial interest, in the shares referred to in such paragraphs (r) and (s).

- (p) 536,257 shares of Class A Common Stock owned by Mrs. Graham, as to which she had sole voting and investment power.
- (q) 139,643 shares of Class B Common Stock held in a revocable trust for the benefit of Mrs. Graham. Although Mrs. Graham does not now have any voting or investment power with respect to such shares, she does have the right to revoke such trust at any time. If such revocation were to occur, Mrs. Graham would have sole voting and investment power with respect to such shares.
- (r) 225,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham, Mr. Sweeterman, Mr. Cohen and Mr. Reed, the other trustees.
- (s) 2,600 shares of Class B Common Stock held in a charitable remainder unitrust for the benefit of others. Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham and Mr. Gillespie, the other trustees.

Transactions Effective as of October 19, 1994:

Except for certain gifts, neither Mr. Graham nor Mrs. Graham have effected any transactions in Class B Common Stock within the past sixty days. Effective as of October 19, 1994, Mrs. Graham resigned as trustee and relinquished her voting and investment power with respect to the 248,832 Class A shares and the 135,168 Class B shares in the 1973 Trust for the benefit of Mr. Graham, William W. Graham, Stephen M. Graham and Elizabeth G. Weymouth. Such voting

power was assumed by Mr. Graham and Mr. Gillespie, the other trustees.

Effective as of October 19, 1994, Mrs. Graham has also relinquished her voting power with respect to the 181,491 Class A shares in the 1971 Trust for the benefit of Mr. Graham, William W. Graham and Stephen M. Graham. Such voting power was assumed by Mr. Graham and Mr. Gillespie, the trustees. In the case of shares in the 1971 Trust for the benefit of William W. Graham, William W. Graham also shares voting power as a trustee of such trust. In the case of shares in the 1971 trust for the benefit of Stephen M. Graham, Stephen M. Graham also shares voting power as a trustee of such trust.

Ownership on Behalf of Other Persons:

The beneficiaries of the trusts referred to in paragraphs (f)-(n) and (r)-(s) above are, subject to certain limitations contained in the agreements governing such trusts, entitled to receive dividends from the shares held in the respective trusts.

The Shareholders, as such term is defined in Item 6 below, are entitled to receive dividends from, and the proceeds of a sale of, the shares subject to the voting agreement referred to in paragraph (o) above and described in Item 6 below.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 1995

Donald E. Graham

Katharine Graham

Attachment A

Item 1. Security and Issuer.

The securities to which this statement relates are shares of Class B Common Stock, par value \$1.00 per share ("Class B Stock"), of The Washington Post Company, a Delaware corporation (the "Company"), whose principal executive offices are located at 1150 15th Street, N.W., Washington, D.C. 20071.

Item 2. Identity and Background.

This statement is filed by Donald E. Graham and by Katharine Graham .

Mr. Graham's business address is 1150 15th Street, N.W., Washington, D.C. 20071 and his residence address is 3110 Newark Street, N.W., Washington, D.C. 20008.

Mr. Graham's principal occupation and employment are as General Manager of The Washington Post, a newspaper published by the Company, the principal business activities of which are newspaper publishing, magazine publishing and broadcasting. The address of the Company is 1150 15th Street, N.W., Washington, D.C. 20071. Listed below are Mr. Graham's material occupations, positions, offices or

[FN]

Mrs. Graham is filing this statement since she may be deemed by others to be, though she and Donald E. Graham deny that she is, part of a group with Donald E. Graham.

employments during the last 10 years, the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on:

Occupation, Position, Office or Employment -----	Starting and Ending Date -----	Employer -----		
		Name	Principal Business	Address -----
Various noncommissioned ranks	8/66-7/68	U.S. Army	National Defense	The Pentagon, Washington, D.C. 20301
Researcher	8/68-11/68	Edward C. Banfield	Professor	Department of Government, Harvard University Cambridge, Mass. 02138
Patrolman	1/69-6/70	Washington, D.C., Metropolita n Police Dept.	Law enforcement	300 Indiana Ave., N.W., Washington, D.C. 20001
Reporter and Makeup Editor	1/71-9/71	(((
Budget Analyst	9/71-1/72	(((
Assistant Home Delivery Mgr.	1/72-5/72	(((
General Clerk, Promotion Dept.	5/72-6/72	(The (Washington (Post (Newspaper publishing	1150 15th St., N.W. Washington, D.C. 20071
Advertising Salesman	6/72-11/72	(((

 FN

A division of the Company.

Occupation, Position, Office or Employment -----	Starting and Ending Date -----	Employer		
		Name ----	Principal Business -----	Address -----
Assistant Production Mgr.	11/72-6/73	((
Reporter	6/73-9/73	Newsweek, Inc.	Magazine publishing	444 Madison Ave., New York, N.Y. 10022
Assistant Production Mgr.	9/73-2/74	The Washington Post	Newspaper publishing	1150 15th St., N.W., Washington, D.C. 20071
Writer	2/74-4/74	(Newsweek, (Inc. ((Magazine publishing	444 Madison Ave., New York, N.Y. 10022
Business Trainee	5/74-8/74	(
Assistant Managing Editor/Sports	8/74-7/75	(((
Assistant General Manager	6/75-12/76	(The (Washington (Post (Newspaper publishing	1150 15th St., N.W. Washington, D.C. 20071
Executive Vice President and General Manager	12/76- Present	(((

Mrs. Graham's business address is

1150 15th Street, N.W., Washington, D.C. 20071 and her
residence address is 2920 R Street, N.W., Washington,
D.C. 20007. Mrs. Graham's principal occupation and
employment are as Chairman of the Board of Directors of the

[FN]

A subsidiary of the Company.

A division of the Company.

Company and Publisher of The Washington Post. Listed below are Mrs. Graham's material occupations, positions, offices or employments during the last 10 years, the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which such occupation, position, office or employment was carried on:

Occupation, Position, Office or Employment -----	Starting and Ending Date -----	Employer -----		
		Name ----	Principal Business -----	Address -----
President Chairman of the Board	1/67-5/73	((The (Washington (Post (Company (Newspaper publishing, magazine publishing and broadcasting	1150 15th Street, N.W., Washington, D.C. 20071
Publisher	4/69- Present	The Washington Post	Newspaper publishing	1150 15th Street, N.W., Washington, D.C. 20071

Item 3. Source and Amount of Funds or Other Consideration.

Pursuant to an Agreement (the "Agreement") dated as of February 25, 1977, among Mr. Graham, certain companies which are shareholders of the Company (the "Shareholders") and the parent of the Shareholders, Berkshire Hathaway Inc. ("Berkshire"), the Shareholders have granted Mr. Graham the

[FN]

A division of the company.

right to vote an aggregate of 934,300 shares of Class B Stock to which the Shareholders have title. Warren E. Buffett (a director of the Company, chairman of its Finance Committee and a member of its Audit and Stock Option Committees) is Chairman of the Board and principal shareholder of Berkshire. No funds or other consideration, other than the mutual promises and agreements of Mr. Graham (who has promised to retain, during the term of the Agreement, at least 200,000 shares of Class A Common Stock, par value \$1.00 per share ("Class A Stock"), of the Company or Class B Stock already beneficially owned by him), the Shareholders and Berkshire were used or are to be used in connection with the grant of such right.

Item 4. Purpose of Transaction.

Pursuant to the Agreement the right to vote granted to Mr. Graham shall continue in effect, with respect to each of the above-mentioned 934,300 shares of Class B Stock, from the date of the Agreement until February 24, 1987, subject to extension of the term of the Agreement for additional periods (up to 10 years each) and subject to prior termination of the Agreement upon the earlier of (a) complete liquidation or dissolution of the Company, (b) receipt by Mr. Graham of a copy of an order of the Federal Communications Commission or any court of competent

jurisdiction, which order Mr. Graham believes has become a final order from which no further petition for review, appeal or petition for certiorari is possible or, in the judgment of Mr. Graham, practicable, requiring termination of the Agreement or all the powers granted thereunder or which, in Mr. Graham's sole judgment, makes continuance of the Agreement impracticable or harmful to the Company or its shareholders, including the Shareholders, (c) receipt by Mr. Graham of notice from the Board of Directors of the Company that such Board has determined, on advice of legal counsel, that continuance of the Agreement would have an adverse effect on the business or operations of the Company or its subsidiaries, including but not limited to their broadcast licenses, (d) the death or physical or mental incapacity of Mr. Graham to act under the Agreement, as determined by the Board of Directors of the Company, (e) the failure of Mr. Graham to own beneficially at least 200,000 shares of Class A or Class B Stock or (f) transfer by the Shareholders of their shares to transferees who are not required by the Agreement to become parties to the Agreement. Such transferees do not include corporations, business trusts, partnerships, individuals or other persons which or who the Shareholders know own (or as a consequence

of any transfer will own) more than 5% of the then outstanding Class B Stock of the Company.

Item 5. Interest in Securities of the Issuer.

Mr. Graham under the terms of the Agreement, as noted above, currently has the right to vote an aggregate of 934,300 shares of Class B Stock, as to which he disclaims beneficial ownership. Mr. Graham, in his individual capacity, is the beneficial owner of 68,530 shares of Class B Stock and of 335,084 shares of Class A Stock which is convertible into Class B Stock in the ratio of one share of Class B Stock for one share of Class A Stock. The 68,530 shares of Class B Stock of which Mr. Graham is the beneficial owner do not include 35,940 shares of Class B Stock which Mr. Graham has the right to vote as a co-trustee of various trusts in which Mr. Graham disclaims any beneficial interest; 10,000 shares of Class B Stock held by a trust established for the benefit of Mr. Graham's minor child in which Mr. Graham disclaims any beneficial interest; or 174,960 shares of Class B Stock which Katharine Graham, Mr. Graham and three other persons have the right to vote as co-trustees of the Philip L. Graham Fund, a charitable trust in which they have no beneficial interest. Such shares of Class A Stock include 94,680 shares of Class A Stock held by trusts of which Mr. Graham is a beneficiary and a co-trustee

but as to which all voting rights are held by Katharine Graham, and do not include 352,746 shares of Class A Stock which Mr. Graham has the right to vote as co-trustee of various trusts, in which shares Mr. Graham disclaims any beneficial interest.

Mr. Graham is the son of Katharine Graham, who is Chairman of the Board of Directors of the Company and Publisher of The Washington Post. Katharine Graham disclaims any beneficial interest in any of the 934,300 shares of Class B Stock which Mr. Graham has the right to vote under the Agreement. Mrs. Graham is the beneficial owner of 17,988 shares of Class B Stock and 433,224 shares of Class A Stock. Such 17,988 shares of Class B Stock do not include 174,960 shares of Class B Stock which Mrs. Graham, Mr. Graham and three other persons have the right to vote as co-trustees of the Philip L. Graham Fund, a charitable trust in which they have no beneficial interest. Mrs. Graham has the sole right to vote an additional 332,040 shares of Class A Stock in which she disclaims any beneficial interest and has the right as co-trustee of various trusts to vote an additional 208,746 shares of Class A Stock in which she disclaims any beneficial interest.

Neither Mr. Graham nor Mrs. Graham has effected any transaction in Class B Stock or Class A Stock during the past 60 days, except that on February 11, 1977, a trust of which Mr. Graham is co-trustee and principal beneficiary purchased 400 shares of Class B Stock on the open market. On December 17, 1976, each of Mr. Graham and Mrs. Graham received additional shares of Class A Stock and Class B Stock resulting from a two-for-one stock split effective December 15, 1976, all of which shares are reflected in the information set forth herein.

Item 6. Contracts, Arrangements or Understanding with Respect to Securities of the Issuer.

Other than as previously described herein, there are no contracts, arrangements or understandings between the Shareholders, Berkshire or Mr. Buffett and Mr. Graham with respect to any securities of the Company.

Item 7. Persons Retained, Employed or To Be Compensated.

Not applicable.

Item 8. Material To Be Filed as Exhibits.

Agreement dated as of February 25, 1977, among Donald E. Graham and various other parties named therein.

SIGNATURE

I certify that to the best of my knowledge and belief the information set forth in this statement is true, complete and correct.

March 4, 1977
(Date)

/s/ Donald E. Graham

(Signature)
Donald E. Graham

/s/ Katharine Graham

(Signature)
Katharine Graham

[FN]

Mrs. Graham is filing this statement since she may be deemed by others to be, though she and Donald E. Graham deny that she is, part of a group with Donald E. Graham.

Attachment B

Preliminary Note: No specific event requires this filing. It is made to conform the original Schedule 13D of Donald E. Graham and Katharine Graham, filed on March 4, 1977, to the current format of, and definitions under, such Schedule and to reflect a 2-for-1 stock split and other minor factual changes that have occurred since the date of such original filing. Mr. Graham and Mrs. Graham expressly deny that any such changes, either singly or in the aggregate, have constituted "material changes" within the meaning of Rule 13d-2(a) under the Securities Exchange Act of 1934 (the "Act").

Item 1. Security and Issuer.

This statement relates to the Class B Common Stock, par value \$1.00 per share ("Class B Common Stock"), of The Washington Post Company, a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 1150 15th Street, N.W., Washington, D.C. 20071.

Item 2. Identity and Background.

This statement is filed by Donald E. Graham and Katharine Graham. The business address of both Mr. Graham and Mrs. Graham is 1150 15th Street, N.W., Washington, D.C. 20071. Mr. Graham is Publisher of The Washington Post, a division of the Company, and a Vice President and Director

of the Company. Mrs. Graham is Chairman of the Board of Directors and Chief Executive Officer of the Company. The principal business activities of the Company consist of newspaper publishing, magazine publishing and television broadcasting. The address of the Company is 1150 15th Street, N.W., Washington, D.C. 20071.

Neither Mr. Graham nor Mrs. Graham has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

Neither Mr. Graham nor Mrs. Graham has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Both Mr. Graham and Mrs. Graham are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Not Applicable; see Preliminary Note.

Item 4. Purpose of Transaction.

Not Applicable; see Preliminary Note.

Item 5. Interest in Securities of the Issuer.

Interests of Mr. Graham:

As of December 31, 1982, Mr. Graham was the beneficial owner (as determined in accordance with Rules 13d-3(a), (c) and (d) under the Act) of 3,352,816 shares of Class B Common Stock of the Company, constituting 27.2% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (a) through (i) below. Except as to the extent of: (A) his shared fiduciary voting and investment power with respect to, and one-quarter beneficial interest in, the shares held in the trust referred to in paragraph (e) below, (B) his shared fiduciary investment power with respect to the shares held in the trusts referred to in paragraph (f) below, (C) his shared fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraphs (g) and (h) below and (D) his sole voting power, under an agreement dated as of February 25, 1977, with respect to the shares referred to in paragraph (i) below, Mr. Graham has no beneficial interest, and expressly

[FN]

All share figures given in this statement include the effect of a 2-for-1 stock split effective December 29, 1978.

disclaims any beneficial interest, in the shares referred to in such paragraphs (e) through (i).

(a) 42,116 shares of Class B Common Stock and 364,327 shares of Class A Common Stock, par value \$1.00 per share ("Class A Common Stock"), of the Company (Class A Common Stock being convertible share for share into Class B Common Stock) owned by Mr. Graham, as to which he had sole voting and investment power.

(b) 96,770 shares of Class B Common Stock held in a revocable trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, had sole voting and investment power with respect to such shares. Mr. Graham has the right to revoke such trust at any time.

(c) 57,161 shares of Class B Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with George J. Gillespie, III, the other trustee.

(d) 84,024 shares of Class A Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(e) 38,400 shares of Class B Common Stock and 345,600 shares of Class A Common Stock held in a trust

for the equal benefit of four persons (one of whom was Mr. Graham) and their descendants. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie and Elizabeth Graham Weymouth, the other trustees.

(f) 168,048 shares of Class A Common Stock held in two trusts for the benefit of others. Mr. Graham, as a trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(g) 10,000 shares of Class B Common Stock held in a trust for the benefit of another. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.

(h) 277,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mrs. Graham, John W. Sweeterman, Martin Cohen and Vincent E. Reed, the other trustees.

(i) 1,868,600 shares of Class B Common Stock as to which Mr. Graham had sole voting power under an agreement dated as of February 25, 1977, all as more fully described in Item 6 below.

Interests of Mrs. Graham:

As of December 31, 1982, Mrs. Graham was the beneficial owner (as determined in accordance with Rules 13d-3(a), (c) and (d) under the Act) of 1,808,655 shares of Class B Common Stock of the Company, constituting 14.2% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (j) through (n) below. Except as to the extent of: (A) her sole voting power with respect to the shares held in the trusts referred to in paragraph (l) below, (B) her sole fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (m) below and (C) her shared fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (n) below, Mrs. Graham has no beneficial interest, and expressly disclaims any beneficial interest, in the shares referred to in such paragraphs (l) through (n).

(j) 89,034 shares of Class B Common Stock and 779,803 shares of Class A Common Stock owned by Mrs. Graham, as to which she had sole voting and investment power.

(k) 25,976 shares of Class B Common Stock held in a revocable trust for the benefit of Mrs. Graham. Although Mrs. Graham did not, as of December 31, 1982,

and does not now have any voting or investment power with respect to such shares, she does have the power to revoke such trust at any time. If such revocation were to occur, Mrs. Graham would have sole voting and investment power with respect to such shares.

(l) 252,072 shares of Class A Common Stock held in three trusts for the benefit of others. Mrs. Graham had sole voting power with respect to such shares.

(m) 38,400 shares of Class B Common Stock and 345,600 shares of Class A Common Stock held in a trust for the benefit of others. Mrs. Graham, as a trustee, had sole voting and investment power with respect to such shares.

(n) 277,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham, Mr. Sweeterman, Mr. Cohen and Mr. Reed, the other trustees.

Background Information with Respect to Persons
Sharing Voting and/or Investment Power with Reporting
Persons:

George J. Gillespie, III, whose residence address is Sterling Road, Harrison, New York 10528, is an attorney and a member of Cravath, Swaine & Moore, One Chase Manhattan Plaza, New York, New York 10005, one of

several law firms retained by the Company. Elizabeth Graham Weymouth, whose residence address is 21 East 79th Street, New York, New York 10021, is a free-lance writer and journalist. John W. Sweeterman, whose residence address is 936 Seasage Drive, Delray Beach, Florida 33444, is retired. Martin Cohen, whose business address is 1150 15th Street, N.W., Washington, D.C. 20071, is the Vice President-Finance and Treasurer of the Company. Vincent E. Reed, whose business address is 1150 15th Street, N.W., Washington, D.C. 20071, is Vice President/Communications of The Washington Post, a division of the Company. The principal business activities and address of the principal executive offices of the Company are as stated in Item 2 above.

None of Mr. Gillespie, Mrs. Weymouth, Mr. Sweeterman, Mr. Cohen or Mr. Reed (the "Co-Trustees") has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

None of the Co-Trustees has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or

state securities laws or finding any violation with respect to such laws.

All Co-Trustees are citizens of the United States.

Transactions During the Past Sixty Days:

Neither Mr. Graham nor Mrs. Graham has effected any transactions in Class B Common Stock during the past sixty days, except that, effective January 3, 1983, they were awarded 1,043 shares and 1,527 shares, respectively, of such stock under the Long-Term Incentive Compensation Plan of the Company. As such awards were not effective until after December 31, 1982, they are not otherwise reflected in this statement.

Ownership on Behalf of Other Persons:

The beneficiaries of the trusts referred to in paragraphs (e)-(h) and (l)-(n) above are, subject to certain limitations contained in the agreements governing such trusts, entitled to receive dividends from, and the proceeds of a sale of, the shares held in the respective trusts.

The Shareholders, as such term is defined in Item 6 below, are entitled to receive dividends from, and the proceeds of a sale of, the shares subject to the voting agreement referred to in paragraph (i) above and described in Item 6 below.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Pursuant to an Agreement (the "Agreement") dated as of February 25, 1977, among Mr. Graham, certain companies which are shareholders of the Company (the "Shareholders") and the parent of the Shareholders, Berkshire Hathaway Inc. ("Berkshire"), the Shareholders have granted Mr. Graham the sole right to vote an aggregate of 1,868,600 shares of Class B Common Stock to which the Shareholders have title. Warren E. Buffett (a Director of the Company and a member of the Finance and Stock Option Committees of the Company's Board of Directors) is Chairman of the Board and principal shareholder of Berkshire. No funds or other consideration, other than the mutual promises and agreements of Mr. Graham (who has promised to retain, during the term of the Agreement, at least 400,000 shares of Class A Common Stock or Class B Common Stock or any combination thereof), the Shareholders and Berkshire were used in connection with the grant of such right.

Pursuant to the Agreement, the right to vote granted to Mr. Graham shall continue in effect, with respect to each of the above-mentioned 1,868,600 shares of Class B Common Stock, from the date of the Agreement until February 24, 1987, subject to extension of the term of the Agreement for additional periods (up to 10 years each) and

subject to prior termination of the Agreement upon the earlier of (a) complete liquidation or dissolution of the Company, (b) receipt by Mr. Graham of a copy of an order of the Federal Communications Commission or any court of competent jurisdiction, which order Mr. Graham believes has become a final order from which no further petition for review, appeal or petition for certiorari is possible or, in the judgment of Mr. Graham, practicable, requiring termination of the Agreement or all the powers granted thereunder or which, in Mr. Graham's sole judgment, makes continuance of the Agreement impracticable or harmful to the Company or its shareholders, including the Shareholders, (c) receipt by Mr. Graham of notice from the Board of Directors of the Company that such Board has determined, on advice of legal counsel, that continuance of the Agreement would have an adverse effect on the business or operations of the Company or its subsidiaries, including but not limited to their broadcast licenses, (d) the death or physical or mental incapacity of Mr. Graham to act under the Agreement, as determined by the Board of Directors of the Company, (e) the failure of Mr. Graham to own beneficially at least 400,000 shares of Class A Common Stock or Class B Common Stock or any combination thereof or, (f) transfer by the Shareholders of their shares to transferees who are not required by the Agreement to become parties to the

Agreement. Such transferees do not include corporations, business trusts, partnerships, individuals or other persons which or who the Shareholders know own (or as a consequence of any transfer will own) more than 5% of the then outstanding Class B Common Stock of the Company.

Item 7. Material to be Filed as Exhibits.

A. Agreement dated as of February 25, 1977, among Mr. Graham and various other parties named therein.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 1983

/s/ Donald E. Graham

Donald E. Graham,
Vice President
and Director of
The Washington Post Company

/s/ Katharine Graham

Katharine Graham,
Chairman of the Board and
Chief Executive Officer of
The Washington Post Company

Attachment C

Preliminary Note: No specific event prompted this filing. It is submitted to reflect certain minor factual changes that have occurred since the filing of an amended Schedule 13D of Donald E. Graham and Katharine Graham dated February 14, 1983. Mr. Graham and Mrs. Graham expressly deny that these changes, either singly or in the aggregate, have constituted "material changes" within the meaning of Rule 13d-2(a) under the Act.

The amendments are as follows:

Item 5. Interest in Securities of the Issuer.

Interests of Mr. Graham:

Item 5 of Schedule 13D is hereby deleted in its entirety (except as noted) and substituted by the following:

As of January 25, 1985, Mr. Graham was the beneficial owner (as determined in accordance with Rule 13d-3(a), (c) and (d) under the Act) of 3,364,289 shares of Class B Common Stock of the Company, constituting approximately 27.5% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (a) through (i) below. Except as to the extent of: (A) his shared fiduciary voting and investment power with respect to, and one-quarter beneficial interest in, the shares held in the trust referred to in paragraph (e) below, (B) his

shared fiduciary investment power with respect to the shares held in the trusts referred to in paragraph (f) below, (C) his shared fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraphs (g) and (h) below and (D) his sole voting power, under an agreement dated as of February 25, 1977, with respect to the shares referred to in paragraph (i) below, Mr. Graham has no beneficial interest, and expressly disclaims any beneficial interest, in the shares referred to in such paragraphs (e) through (i).

(a) 3,472 shares of Class B Common Stock and 364,327 shares of Class A Common Stock, par value \$1.00 per share ("Class A Common Stock"), of the Company (Class A Common Stock being convertible share for share into Class B Common Stock) owned by Mr. Graham, as to which he had sole voting and investment power.

(b) 137,251 shares of Class B Common Stock held in a revocable trust for the benefit of Mr. Graham. Mr. Graham, settlor, had sole voting and investment power with respect to such shares. Mr. Graham has the right to revoke such trust at any time.

(c) 58,561 shares of Class B Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared voting and investment power with respect to

such shares with George J. Gillespie, III, the other trustee.

(d) 84,024 shares of Class A Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(e) 38,400 shares of Class B Common Stock and 345,600 shares of Class A Common Stock held in trusts for the equal benefit of four persons (one of whom was Mr. Graham) and their descendants. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie and Elizabeth Graham Weymouth, the other trustees.

(f) 168,048 shares of Class A Common Stock held in two trusts for the benefit of others. Mr. Graham, as trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(g) 20,236 shares of Class B Common Stock held in two trusts for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.

(h) 275,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mrs. Graham, John W.

Sweeterman, Martin Cohen and Vincent E. Reed, the other trustees.

(i) 1,868,600 shares of Class B Common Stock as to which Mr. Graham had sole voting power under an agreement dated as of February 25, 1977, as more fully described in Item 6 below.

Interests of Mrs. Graham:

As of January 25, 1985, Mrs. Graham was the beneficial owner (as determined in accordance with Rules 13d-3(a), (c) and (d) under the Act) of 1,808,069 shares of Class B Common Stock of the Company, constituting 14.3% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (j) through (n) below. Except as to the extent of: (A) her sole voting power with respect to the shares held in the trusts referred to in paragraph (l) below, (B) her sole fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (m) below and (C) her shared fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (n) below, Mrs. Graham has no beneficial interest, and expressly disclaims any beneficial interest in the shares referred to in such paragraphs (l) through (n).

(j) 5,079 shares of Class B Common Stock and 779,803 shares of Class A Common Stock owned by Mrs. Graham, as to which she had sole voting and investment power.

(k) 111,345 shares of Class B Common Stock held in a revocable trust for the benefit of Mrs. Graham. Although Mrs. Graham did not, as of January 25, 1985, and does not now have any voting or investment power with respect to such shares, she does have the power to revoke such trust at any time. If such revocation were to occur, Mrs. Graham would have sole voting and investment power with respect to such shares.

(l) 252,072 shares of Class A Common Stock held in three trusts for the benefit of others. Mrs. Graham had sole voting power with respect to such shares.

(m) 38,400 shares of Class B Common Stock and 345,600 shares of Class A Common Stock held in a trust for the benefit of others. Mrs. Graham, as a trustee, had sole voting and investment power with respect to such shares.

(n) 275,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham, Mr. Sweeterman, Mr. Cohen and Mr. Reed, the other trustees.

Paragraphs under the headings "Background Information with Respect to Persons Sharing Voting and/or

Investment Power with Reporting Persons" and "Ownership on Behalf of Other Persons" are retained as they appeared in Schedule 13D as amended on February 14, 1983.

Transactions during the Past Sixty Days:

Neither Mr. Graham nor Mrs. Graham have effected any transactions in Class B Stock within the past sixty days, except as follows: As of January 3, 1985, Mr. Graham was awarded 794 shares and Mrs. Graham was awarded 1,163 shares of such stock under the Long-Term Incentive Compensation Plan of the Company, as reflected in paragraphs (a) and (j) above. On January 24, 1985, Mrs. Graham made a charitable gift of 125 shares of such stock from a revocable trust created for her benefit, as reflected in paragraph (k) above. On December 19, 1984, Mrs. Graham made charitable gifts of such stock totaling 1,151 shares as reflected in paragraph (k) above.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date:

Donald E. Graham,
Vice President
and Director of
The Washington Post Company

Katharine Graham,
Chairman of the Board and
Chief Executive Officer
The Washington Post Company

Attachment D

Preliminary Note: No specific event prompted this filing. It is submitted to reflect certain minor factual changes that have occurred since the filing of an amended Schedule 13D of Donald E. Graham and Katharine Graham on March 5, 1985.

The amendments are as follows:

Item 5. Interest in Securities of the Issuer.

Item 5 of Schedule 13D is hereby deleted in its entirety (except as noted) and substituted by the following:

Interests of Mr. Graham:

As of February 3, 1986, Mr. Graham was the beneficial owner (as determined in accordance with Rule 13d-3(a), (c) and (d) under the Act) of 3,214,099 shares of Class B Common Stock of the Company, constituting approximately 27.3% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (a) through (k) below. Except as to the extent of: (A) his shared fiduciary voting and investment power with respect to, and one-quarter beneficial interest in, the shares held in the trust referred to in paragraph (e) below, (B) his shared fiduciary investment power with respect to the shares held in the trusts referred to in paragraph (f)

below, (C) his shared fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraphs (g) and (h) below, (D) his sole fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraph (i) below, (E) his sole fiduciary voting power with respect to the shares held in the trust referred to in paragraph (j) below, and (F) his sole voting power, under an agreement dated as of February 25, 1977, with respect to the shares referred to in paragraph (k) below, Mr. Graham has no beneficial interest, and expressly disclaims any beneficial interest, in the shares referred to in such paragraphs (e) through (k).

(a) 1,837 shares of Class B Common Stock and 291,461 shares of Class A Common Stock, par value \$1.00 per share ("Class A Common Stock"), of the Company (Class A Common Stock being convertible share for share into Class B Common Stock) owned by Mr. Graham, as to which he had sole voting and investment power.

(b) 211,752 shares of Class B Common Stock held in a revocable trust for the benefit of Mr. Graham. Mr. Graham, settlor, had sole voting power and investment power with respect to such shares. Mr. Graham has the right to revoke this trust at any time.

(c) 76,011 shares of Class B Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a

trustee, shared voting and investment power with respect to such shares with George J. Gillespie, III, the other trustee.

(d) 67,219 shares of Class A Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(e) 107,520 shares of Class B Common Stock and 276,480 shares of Class A Common Stock held in trusts for the equal benefit of four persons (including Mr. Graham) and their descendants. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie and Elizabeth Graham Weymouth, the other trustees.

(f) 134,438 shares of Class A Common Stock held in two trusts for the benefit of others. Mr. Graham, as trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(g) 53,846 shares of Class B Common Stock held in three trusts for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.

(h) 235,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power

with respect to such shares with Mrs. Graham, John W. Sweeterman, Martin Cohen and Vincent E. Reed, the other trustees.

(i) 20,000 shares of Class B Common Stock held in two trusts for the benefit of others. Mr. Graham, as trustee, had sole voting and investment power with respect to such shares.

(j) 10,000 shares of Class B Common Stock held in a trust for the benefit of another. Mr. Graham, as trustee, had sole voting power with respect to such shares.

(k) 1,727,765 shares of Class B Common Stock as to which Mr. Graham had sole voting power under an agreement dated as of February 25, 1977, as more fully described in Item 6 below.

Interests of Mrs. Graham:

As of February 3, 1986, Mrs. Graham was the beneficial owner (as determined in accordance with Rules 13d-3(a), (c) and (d) under the Act) of 1,552,107 shares of Class B Common Stock of the Company, constituting 13.2% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (l) through (p) below. Except as to the extent of: (A) her sole voting power with respect to the shares held in the

trusts referred to in paragraph (n) below, (B) her sole fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (o) below and (C) her shared fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (p) below, Mrs. Graham has no beneficial interest, and expressly disclaims any beneficial interest in, the shares referred to in such paragraphs (n) through (p).

(l) 2,690 shares of Class B Common Stock and 623,842 shares of Class A Common Stock owned by Mrs. Graham, as to which she had sole voting and investment power.

(m) 104,148 shares of Class B Common Stock held in a revocable trust for the benefit of Mrs. Graham. Although Mrs. Graham did not, as of February 3, 1986, and does not now have any voting or investment power with respect to such shares, she does have the power to revoke such trust at any time. If such revocation were to occur, Mrs. Graham would have sole voting and investment power with respect to such shares.

(n) 201,657 shares of Class A Common Stock held in three trusts for the benefit of others. Mrs. Graham had sole voting power with respect to such shares.

(o) 107,520 shares of Class B Common Stock and 276,480 shares of Class A Common Stock held in a trust for

the benefit of others. Mrs. Graham, as a trustee, had sole voting and investment power with respect to such shares.

(p) 235,770 shares of Class B Common Stock held in a charitable trust for the benefit of others.

Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham, Mr. Sweeterman, Mr. Cohen and Mr. Reed, the other trustees.

Paragraphs under the headings "Background Information with Respect to Persons Sharing Voting and/or Investment Power with Reporting Persons" are retained as they appeared in Schedule 13D as amended on February 14, 1983. Paragraphs under the heading "Ownership on Behalf of Other Persons" are retained as they appeared in Schedule 13D as amended on February 14, 1983, except that the reference to "paragraphs (e)-(h) and (l)-(n)" in the second line of the first paragraph is changed to "paragraphs (e)-(j) and (n)-(p)" and the reference to "paragraph (i)" in the fourth line of the second paragraph is changed to "paragraph (k)".

Transactions during the Past Sixty Days:

Neither Mr. Graham nor Mrs. Graham have effected any transactions in Class B Stock within the past sixty days

except as follows: On March 17, 1986, Mrs. Graham disposed of 34 shares of such stock from a revocable trust created for her benefit.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 16, 1986

/s/ Donald E. Graham

Donald E. Graham,
Vice President
and Director of
The Washington Post Company

/s/ Katharine Graham

Katharine Graham,
Chairman of the Board and
Chief Executive Officer of
The Washington Post Company

Attachment E

Preliminary Note: No specific event prompted this filing. It is submitted to reflect certain minor factual changes that have occurred since the filing of an amended Schedule 13D of Donald E. Graham and Katharine Graham dated April 16, 1986.

The amendments to such amended Schedule 13D are as follows:

Item 5. Interest in Securities of the Issuer.

Interests of Mr. Graham:

The text under the heading "Interests of Mr. Graham" in Item 5 is hereby deleted in its entirety and substituted by the following:

As of December 31, 1986, Mr. Graham was the beneficial owner (as determined in accordance with Rule 13d-3(a), (c) and (d) under the Act) of 3,216,699 shares of Class B Common Stock of the Company, constituting approximately 28.0% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (a) through (l) below. Except as to the extent of: (A) his shared fiduciary voting and investment power with respect to, and one-quarter beneficial interest in, the shares held in the trust referred to in paragraph (e) below, (B) his shared fiduciary investment power with respect to the shares

held in the trusts referred to in paragraph (f) below, (C) his shared fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraphs (g), (h) and (k) below, (D) his sole fiduciary voting and investment power with respect to the shares held in the trusts referred to in paragraph (i) below, (E) his sole fiduciary voting power with respect to the shares held in the trust referred to in paragraph (j) below, and (F) his sole voting power, under an agreement dated as of February 25, 1977, as extended and amended as of September 13, 1985, with respect to the shares referred to in paragraph (l) below, Mr. Graham has no beneficial interest, and expressly disclaims any beneficial interest, in the shares referred to in such paragraphs (e) through (l).

(a) 1,837 shares of Class B Common Stock and 291,461 shares of Class A Common Stock, par value \$1.00 per share ("Class A Common Stock"), of the Company (Class A Common Stock being convertible share for share into Class B Common Stock) owned by Mr. Graham, as to which he had sole voting and investment power.

(b) 211,752 shares of Class B Common Stock held in a revocable trust for the benefit of Mr. Graham. Mr. Graham, settlor, had sole voting power and investment power with respect to such shares. Mr. Graham has the right to revoke such trust at any time.

(c) 76,011 shares of Class B Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with George J. Gillespie, III, the other trustee.

(d) 67,219 shares of Class A Common Stock held in a trust for the benefit of Mr. Graham. Mr. Graham, as a trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(e) 107,520 shares of Class B Common Stock and 276,480 shares of Class A Common Stock held in trusts for the equal benefit of four persons (including Mr. Graham) and their descendants. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie and Elizabeth Graham Weymouth, the other trustees.

(f) 134,438 shares of Class A Common Stock held in two trusts for the benefit of others. Mr. Graham, as trustee, shared investment power with respect to such shares with Mr. Gillespie, the other trustee.

(g) 53,846 shares of Class B Common Stock held in three trusts for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Gillespie, the other trustee.

(h) 235,770 shares of Class B Common Stock held in a charitable trust for the benefit of others.

Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mrs. Graham, John W. Sweeterman, Martin Cohen and Vincent E. Reed, the other trustees.

(i) 20,000 shares of Class B Common Stock held in two trusts for the benefit of others. Mr. Graham, as trustee, had sole voting and investment power with respect to such shares.

(j) 10,000 shares of Class B Common Stock held in a trust for the benefit of another. Mr. Graham, as trustee, had sole voting power with respect to such shares.

(k) 2,600 shares of Class B Common Stock held in a charitable remainder unitrust for the benefit of others. Mr. Graham, as a trustee, shared voting and investment power with respect to such shares with Mrs. Graham and Mr. Gillespie, the other trustees.

(l) 1,727,765 shares of Class B Common Stock as to which Mr. Graham had sole voting power under an agreement dated as of February 25, 1977, as extended and amended as of September 13, 1985, as more fully described in Item 6 below.

Interests of Mrs. Graham:

The text under the heading "Interests of Mrs. Graham" in Item 5 is hereby deleted in its entirety and substituted by the following:

As of December 31, 1986, Mrs. Graham was the beneficial owner (as determined in accordance with Rules 13d-(a), (c) and (d) under the Act) of 1,548,942 shares of Class B Common Stock of the Company, constituting approximately 13.1% of such shares then outstanding (as determined in accordance with Rule 13d-3(d)(1) under the Act). Such beneficial ownership was as set forth in paragraphs (m) through (r) below. Except as to the extent of: (A) her sole fiduciary voting power with respect to the shares held in the trusts referred to in paragraph (o) below, (B) her sole fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraph (p) below, and (C) her shared fiduciary voting and investment power with respect to the shares held in the trust referred to in paragraphs (q) and (r) below, Mrs. Graham has no beneficial interest, and expressly disclaims any beneficial interest in, the shares referred to in such paragraphs (o) through (r).

(m) 2,690 shares of Class B Common Stock and 623,842 shares of Class A Common Stock owned by Mrs. Graham, as to which she had sole voting and investment power.

(n) 98,383 shares of Class B Common Stock held in a revocable trust for the benefit of Mrs. Graham. Although Mrs. Graham did not, as of December 31, 1986, and does not now have any voting or investment power with respect to such shares, she does have the power to revoke such trust at any time. If such revocation were to occur, Mrs. Graham would have sole voting and investment power with respect to such shares.

(o) 201,657 shares of Class A Common Stock held in three trusts for the benefit of others. Mrs. Graham had sole voting power with respect to such shares.

(p) 107,520 shares of Class B Common Stock and 276,480 shares of Class A Common Stock held in a trust for the benefit of others. Mrs. Graham, as a trustee, had sole voting and investment power with respect to such shares.

(q) 235,770 shares of Class B Common Stock held in a charitable trust for the benefit of others. Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham, Mr. Sweeterman, Mr. Cohen and Mr. Reed, the other trustees.

(r) 2,600 shares of Class B Common Stock held in a charitable remainder unitrust for the benefit of others. Mrs. Graham, as a trustee, shared voting and investment power with respect to such shares with Mr. Graham and Mr. Gillespie, the other trustees.

Transactions During the Past Sixty Days:

The text under the heading "Transactions During the Past Sixty Days" in Item 5 is hereby deleted in its entirety and substituted by the following:

Neither Mr. Graham nor Mrs. Graham have effected any transactions in Class B Common Stock within the past sixty days except as set forth in this paragraph. A revocable trust for the benefit of Mrs. Graham disposed of as gifts 36 shares of such stock on December 3, 1986, 2,512 shares of such stock on December 10, 1986, 170 shares of such stock on December 22, 1986, and 2,600 shares of such stock on December 29, 1986. The 2,600 shares referred to in the preceding sentence were transferred to a charitable remainder unitrust with respect to which Mrs. Graham, Mr. Graham and Mr. Gillespie, as trustees, share voting and investment power. Effective January 5, 1987, Mr. Graham and Mrs. Graham were awarded 454 shares and 666 shares, respectively, of such stock under the Long-Term Incentive Compensation Plan of the Company. As such awards were not effective until after December 31, 1986, they are not otherwise reflected in this statement.

Ownership on Behalf of Other Persons:

The text under the heading "Ownership on Behalf of Other Persons" in Item 5 is hereby deleted in its entirety and substituted by the following:

The beneficiaries of the trusts referred to in paragraphs (e)-(k) and (o)-(r) above are, subject to certain limitations contained in the agreements governing such trusts, entitled to receive dividends from, and the proceeds of a sale of, the shares held in the respective trusts.

The Shareholders, as such term is defined in Item 6 below, are entitled to receive dividends from, and the proceeds of a sale of, the shares subject to the voting agreement referred to in paragraph (l) above and described in Item 6 below.

Item 6: Contracts, Arrangements, Understandings on Relationships With Respect to Securities of the Issuer.

The text of Item 6 is hereby deleted in its entirety and substituted by the following:

Pursuant to an Agreement dated as of February 25, 1977, as extended and amended as of September 13, 1985 (the "Agreement"), among Mr. Graham, certain companies which are shareholders of the Company (the "Shareholders") and the parent of the Shareholders, Berkshire Hathaway Inc. ("Berkshire"), the Shareholders have granted Mr. Graham the sole right at any time during the term of the Agreement to vote all shares of Class B Common Stock to which any Shareholder at such time has title. Warren E. Buffet (a former Director of the Company) is Chairman of the Board and principal shareholder of Berkshire. No funds or other

consideration other than the mutual promises and agreements of Mr. Graham, the Shareholders and Berkshire were used in connection with the grant of such right.

Pursuant to the Agreement, the right to vote granted to Mr. Graham shall continue in effect, subject to extension of the term of the Agreement for additional periods (up to 10 years each), with respect to each share of Class B Common Stock of any Shareholder, until the earlier of (I) February 24, 1997, and (II) the occurrence of any of the following events: (a) transfer of such share to a transferee that, to the transferring Shareholder's knowledge, does not, and will not as a consequence of such transfer, own more than 5% of the then outstanding Class B Common Stock of the Company, (b) complete liquidation or dissolution of the Company, (c) receipt by Mr. Graham of a copy of an order of the Federal Communications Commission or any court of competent jurisdiction, which order Mr. Graham believes has become a final order from which no further petition for review, appeal or petition for certiorari is possible or, in the judgment of Mr. Graham, practicable, requiring termination of the Agreement or all the powers granted thereunder or which, in Mr. Graham's sole judgment, makes continuance of the Agreement impracticable or harmful to the Company or its shareholders, including the Shareholders, (d) receipt by Mr. Graham of notice from the Board

of Directors of the Company that such Board has determined, on advice of legal counsel, that continuance of the Agreement would have an adverse effect on the business or operations of the Company or its subsidiaries, including but not limited to their broadcast licenses, (e) the death or physical or mental incapacity of Mr. Graham to act under the Agreement, as determined by the Board of Directors of the Company, or (f) the failure of Mr. Graham to own beneficially a specified number of shares of Class A Common Stock or Class B Common Stock.

Item 7: Material to be Filed as Exhibits.

Item 7 is hereby amended by adding the following at the end thereof:

B. Extension Agreement and Amendment dated as of September 13, 1985, among Mr. Graham and various other parties named therein.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 28, 1987

/s/ Donald E. Graham

Donald E. Graham

/s/ Katharine Graham

Katharine Graham