

Neary Kevin
Form 3
June 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Néary Kevin | | (Month/Day/Year) | PRIMEDIA INC [PRM] | |
| (Last) | (First) | (Middle) | 06/01/2006 | |
| C/O PRIMEDIA INC., 745 FIFTH AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10151 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Financial Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,108 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

Edgar Filing: Neary Kevin - Form 3

| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------------|--------------------|--------------|----------------------------------|------------|----------------------------------|---|
| Stock Options (Right to Buy) | 05/01/1999 ⁽²⁾ | 05/01/2007 | Common Stock | 8,000 | \$ 8 | D | Â |
| Stock Options (Right to Buy) | 09/30/1999 ⁽³⁾ | 09/30/2007 | Common Stock | 4,000 | \$ 8 | D | Â |
| Stock Options (Right to Buy) | 10/07/2001 ⁽⁴⁾ | 10/07/2006 | Common Stock | 5,500 | \$ 11.125 | D | Â |
| Stock Options (Right to Buy) | 01/01/2003 ⁽⁵⁾ | 01/01/2008 | Common Stock | 6,000 | \$ 12.625 | D | Â |
| Stock Options (Right to Buy) | 07/28/2004 ⁽⁶⁾ | 07/28/2009 | Common Stock | 20,000 | \$ 15.5625 | D | Â |
| Stock Options (Right to Buy) | 05/23/2005 ⁽⁷⁾ | 05/23/2010 | Common Stock | 1,500 | \$ 19 | D | Â |
| Stock Options (Right to Buy) | 10/05/2005 ⁽⁸⁾ | 10/05/2011 | Common Stock | 5,000 | \$ 1.85 | D | Â |
| Stock Options (Right to Buy) | 12/02/2004 ⁽⁹⁾ | 12/02/2008 | Common Stock | 35,000 | \$ 2.9 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Neary Kevin C/O PRIMEDIA INC. 745 FIFTH AVENUE NEW YORK, NY 10151 | Â | Â | Â Chief Financial Officer | Â |

Signatures

Kevin Neary 06/12/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) Includes 1,912 shares purchased through the PRIMEDIA Employee Stock Purchase Plan.
- (2) Option originally granted on May 1, 1994. All options are fully vested as of the date hereof.
- (3) Option originally granted on October 30, 1994. All options are fully vested as of the date hereof.
- (4) Option originally granted on October 7, 1996. All options are fully vested as of the date hereof.
- (5) Option originally granted on January 1, 1998. All options are fully vested as of the date hereof.
- (6) Option originally granted on July 28, 1999. All options are fully vested as of the date hereof.

Edgar Filing: Neary Kevin - Form 3

- (7) Option originally granted on May 23, 2000. All options are fully vested as of the date hereof.
- (8) Option originally granted on October 5, 2001. All options are fully vested as of the date hereof. Original grant consisted of 10,000 options. Mr. Neary exercised 5,000 options from this grant on April 24, 2005.
- (9) Grant date December 2, 2003. The option is exercisable in three installments of one-third each beginning December 2, 2004. As of the date hereof, 23,333 shares are vested.

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