

MEREDITH CORP  
Form 4  
July 09, 2008

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN 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 \*  
FRAZIER MEREDITH D MELL

(Last) (First) (Middle)

1716 LOCUST STREET

(Street)

DES MOINES, IA 50306-3023

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEREDITH CORP [MDP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/07/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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   |
| Common Stock, par value \$1.00 per share | 07/07/2008                           |  | J(1)(2)                        |   | 1,000,000   | D  | \$ 39.11<br>(1) (2)                                   |
| Common Stock, \$1 par value              |                                      |  |                                |   | 1,020.8444  | I  |   |
| Common Stock (Restricted)(\$1 par value) |                                      |  |                                |   | 1,200   | D  |   |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|---------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                            | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Contract to Sell <sup>(1)</sup> <sub>(2)</sub> | <sup>(1)</sup> <sub>(2)</sub>                          | 07/07/2008                           |  | J <sup>(1)</sup> <sub>(2)</sub> | 1,000,000   | <sup>(1)</sup> <sub>(2)</sub>                            | <sup>(1)</sup> <sub>(2)</sub>                                 | Common Stock | 1,000,000                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FRAZIER MEREDITH D MELL<br>1716 LOCUST STREET<br>DES MOINES, IA 50306-3023 | X             |           | X       |       |

## Signatures

/s/ D.M.M.  
Frazier

07/07/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Transferred on January 3, 2001 to Meredith Investments, Limited Partnership ("MILP"), a limited partnership in which the reporting person and related persons are deemed to hold general partnership and limited partnership interests. In connection with a prepaid variable equity forward contract (the "contract") entered into in January 2003, MILP had pledged 1,000,000 shares of Common Stock to secure its obligations under that agreement which had a maturity date of July 7, 2008. The reporting person disclaims beneficial ownership of the shares except to the extent that she has an economic beneficial interest in MILP.

(2) On April 3, 2008, the Settlement Price as defined in the contract was determined to be \$39.11 which means that 1,000,000 shares were delivered by MILP at the closing on July 7, 2008. This transaction was exempt pursuant to SEC Rule 16b-6(b).

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

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