

PRIMEDIA INC
Form 4
October 02, 2008

FORM 4

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

OMB APPROVAL

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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 *
GOLKIN PERRY

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRIMEDIA INC [PRM]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/30/2008 | | P | V A | 5,658.4362 \$ 40,566.2826 <u>(1)</u> <u>(2)</u> 2.43 <u>(3)</u> <u>(4)</u> | 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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLKIN PERRY | X | | | |

Signatures

/s/RICHARD KREIDER (See Power of Attorney) 10/01/2008

**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) As Director of PRIMEDIA Inc. ("PRIMEDIA"), the reporting person has elected to have his director's fee paid in Common Stock, par value \$0.01 per share of PRIMEDIA (the "Common Stock"). The Common Stock acquired by the reporting person represents shares of Common Stock credited in lieu of payment of director's fees for the quarter ended September 30, 2008.
- (2) Quarterly director's fees are \$13,750. The per share price used in the calculation of total shares of Common Stock credited was \$2.43 per share, the closing price of the Common Stock on the New York Stock Exchange on September 30, 2008.
- (3) In addition, 5,754,000 shares of Common Stock are held by Magazine Associates, L.P., 5,635,773 shares of Common Stock are held by MA Associates, L.P., 2,533,333 shares of Common Stock are held by FP Associates, L.P., 1,562,500 shares of Common Stock are held by Publishing Associates, L.P., 2,083,333 shares of Common Stock are held by Channel One Associates, L.P. and 245,437 shares of Common Stock are held by KKR Partners II, L.P. The general partner of each of Magazine Associates, L.P., MA Associates, L.P., FP Associates, L.P., Publishing Associates, L.P., Channel One Associates, L.P. and KKR Partners II, L.P. is KKR Associates, L.P. Mr. Golkin is a general partner of KKR Associates, L.P.
- (4) Continued from footnote 3: In addition, 8,198,340 shares of Common Stock are owned by KKR 1996 Fund L.P. The general partner of KKR 1996 Fund L.P. is KKR Associates 1996 L.P. The general partner of KKR Associates 1996 L.P. is KKR 1996 GP LLC. Mr. Golkin is a member of KKR 1996 GP LLC. Mr. Golkin disclaims beneficial ownership of the securities described in these footnotes 3 and 4, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.