MEDIA GENERAL INC Form 4/A July 11, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Smolla Rodney A

2. Issuer Name and Ticker or Trading Symbol

MEDIA GENERAL INC [MEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

X\_ Director

Security

(Instr. 3)

(Month/Day/Year)

Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

333 EAST FRANKLIN ST

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

07/02/2008

06/30/2008

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

RICHMOND, VA 23219

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Street)

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(Month/Day/Year)

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

> Following Reported

Owned

Transaction(s)

Code V Amount (D) Price

(A)

or

(Instr. 3 and 4)

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

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.

**SEC 1474** (9-02)

Ownership

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4 5. TransactionNumber Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security (Instr. 5)

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	Derivative Security				Acqu (A) o	oosed O) er. 3,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	06/30/2008	A		21 (4)		(2)	(2)	Class A Common Stock	21 (4)	\$ 13.378
Phantom Stock (3)	\$ 0	06/30/2008	A		65		(2)	(2)	Class A Common Stock	65	\$ 14.45

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting o where there is a real constant of	Director	10% Owner	Officer Other					
Smolla Rodney A 333 EAST FRANKLIN ST RICHMOND, VA 23219	X							

## **Signatures**

/s/ Rodney A. Smolla, by George L. Mahoney, Attorney-in-fact

07/11/2008

\*\*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) Reports quarterly allocations under the Company deferred compensation plan for outside directors fees.
- (2) Exercisable upon retirement of director.
- (3) Reports quarterly allocations under the Company deferred compensation plan for automatic reinvestment of quarterly dividends on the units.
- (4) The number of securities acquired was amended to reflect the correct allocation of outside director fees.

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.

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