

MEDIA GENERAL INC
 Form 3
 October 01, 2008

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

OMB APPROVAL
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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 | |
| Â Butler John A | | (Month/Day/Year) | MEDIA GENERAL INC [MEG] | |
| (Last) | (First) | (Middle) | 09/25/2008 | |
| 333 EAST FRANKLIN ST | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RICHMOND,Â VAÂ 23219 | | | <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 |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Treasurer | |

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) |
|---------------------------------|---|--|---|
| Class A Common Stock | 1,016 | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|----------------------------|--------|----------|-------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 01/28/2014 | Class A Common Stock | 700 | \$ 63.23 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/27/2015 | Class A Common Stock | 800 | \$ 63.18 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 01/26/2016 | Class A Common Stock | 1,700 | \$ 49.66 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/29/2018 | Class A Common Stock | 2,600 | \$ 20.3 | D | Â |
| Stock Appreciation Right | Â (5) | 01/31/2012 | Class A Common Stock | 1,100 | \$ 40.01 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Butler John A 333 EAST FRANKLIN ST RICHMOND, VA 23219 | Â | Â | Â Treasurer | Â |

Signatures

/s/ John A. Butler, by George L. Mahoney,
Attorney-in-fact 10/01/2008

__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) Options granted under 1996 Non-qualified Stock Option Plan, which became exercisable 1/3 per year on January 28, 2005, 2006, and 2007.
- (2) Options granted under 1996 Non-qualified Stock Option Plan, which became exercisable 1/3 per year on January 27, 2006, 2007, and 2008.
- (3) Options granted under 1996 Non-qualified Stock Option Plan, which become exercisable 1/3 per year on January 26, 2007, 2008, and 2009.
- (4) Options granted under 1996 Non-qualified Stock Option Plan, which become exercisable 1/3 per year on January 29, 2009, 2010, and 2011.
- (5) Stock appreciation rights granted under the Stock Appreciation Rights Plan which become exercisable 1/3 per year on January 31, 2008, 2009, and 2010 and are settled in cash.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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