

MEREDITH CORP
Form 4
February 03, 2009

FORM 4

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIESER JOHN S

(Last) (First) (Middle)

1716 LOCUST STREET

(Street)

DES MOINES, IA 50309-3023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MEREDITH CORP [MDP]

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

02/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Development Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (Restricted) (\$1 par value) ⁽¹⁾	02/02/2009		D	913	D \$ 0 7,813	D	
Common Stock (\$1 par value)					768	D	
Common Stock (\$1 par value) ⁽²⁾					12,819	I	by Managed Account
Common Stock (\$1 par value) ⁽³⁾					1,856	I	by Spouse
					10,000	D	

Common Stock
(Restricted-ROE)
(\$1 par value) ⁽⁴⁾

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 37.1563 <u>(6)</u>	02/01/2009		J		18,000		02/01/2000	02/01/2009	Common Stock (\$1 par value)	1,000,000
Stock equivalent units <u>(1)</u>	\$ 0	02/02/2009		A		913		08/08/1988	08/08/1988	Common Stock (\$1 par value) <u>(7)</u>	913
Non-Qualified Stock Option (right to buy) <u>(8)</u>	\$ 28.0625							08/09/2008	08/08/2010	Common Stock (\$1 par value)	1,000,000
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 28.0625							08/09/2001	08/09/2010	Common Stock (\$1 par value)	1,000,000
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 29.23							08/12/2011	08/12/2021	Common Stock (\$1 par value)	6,000,000
Non-Qualified Stock Option (right to buy) <u>(10)</u>	\$ 33.1563							08/12/2000	08/10/2009	Common Stock (\$1 par value)	6,000,000

Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 33.1563	08/11/2000	08/11/2009	Common Stock (\$1 par value)	1
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 34.8	08/08/2002	08/08/2011	Common Stock (\$1 par value)	2
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 39.05	08/13/2003	08/13/2012	Common Stock (\$1 par value)	2
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 46.165	08/12/2006	08/12/2013	Common Stock (\$1 par value)	3
Non-Qualified Stock Option (right to buy) <u>(11)</u>	\$ 46.165	08/12/2011	08/13/2013	Common Stock (\$1 par value)	3
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 46.21	08/08/2009	08/08/2016	Common Stock (\$1 par value)	2
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 49.1	08/09/2008	08/09/2015	Common Stock (\$1 par value)	2
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 49.97	08/10/2007	08/10/2014	Common Stock (\$1 par value)	4
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 53.9	08/07/2010	08/07/2017	Common Stock (\$1 par value)	2
Restricted stock units <u>(12)</u>	\$ 0	08/08/1988	08/08/1988	Common Stock (\$1 par value)	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ZIESER JOHN S
1716 LOCUST STREET
DES MOINES, IA 50309-3023

Chief Development Officer

Signatures

By: Teresa T. Rinker, by Power of Attorney For: John S.
Zieser

02/03/2009

__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) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (2) Shares held in reporting person's IRA account; Meredith Corp. Savings & Investment Plan account; and Employee Stock Purchase Plan account, upon all of which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).
- (3) Shares purchased by spouse for her own account and the children's custodial accounts.
- (4) Restricted stock granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of the ROE criteria specified in the award agreement and the completion of a three-year period of service.
- (5) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.
- (6) Nonqualified stock option award has reached or shortly will reach expiration date without having been exercised.
- (7) Stock equivalents issued pursuant to Meredith Corp.'s Deferred Compensation Plan or Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corp. employment.
- (8) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full August 9, 2008. Graduated percentages of the option, however, will become exercisable August 13, 2003, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (9) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.
- (10) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full February 12, 2007. Graduated percentages of the option, however, will become exercisable August 12, 2000, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (11) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full on August 12, 2011. Graduated percentages of the option, however, will become exercisable on August 12, 2006, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (12) Restricted stock units granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of specified EPS growth targets and the completion of a three-year period of service. Quarterly dividends are accrued in the form of additional restricted stock units. Number of restricted stock units has been reduced based on performance results. Reporting person has elected deferral until retirement or termination of employment.

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.