

GRIFFIN JOHN H JR
 Form 4
 February 03, 2009

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 *
 GRIFFIN JOHN H JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1716 LOCUST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Publishing Group

DES MOINES, IA 50309-3023
 (City) (State) (Zip)

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

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 (D) Price			
Common Stock (Restricted) (\$1 par value) ⁽¹⁾	01/31/2009		A	1,494 A \$ 0	36,300	D	
Common Stock (Restricted) (\$1 par value)	02/02/2009		J ⁽²⁾	200 D \$ 0	36,100	D	
Common Stock (\$1 par value) ⁽³⁾					15,057	D	
Common Stock (\$1 par value) ⁽⁴⁾					1,753	I	by Managed Account

Common Stock
(Restricted-ROE) 12,500 D
(\$1 par value) ⁽⁵⁾

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock equivalent units	\$ 0	02/02/2009		A	3,451	08/08/1988 08/08/1988	Common Stock (\$1 par value) ⁽⁶⁾ 3,451
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 29.23					08/12/2011 08/12/2021	Common Stock (\$1 par value) 75,000
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 46.21					08/08/2009 08/08/2016	Common Stock (\$1 par value) 30,000
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 49.1					08/09/2008 08/09/2015	Common Stock (\$1 par value) 26,000
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 49.97					08/10/2007 08/10/2014	Common Stock (\$1 par value) 40,000
Non-Qualified Stock Option (right to buy)	\$ 53.9					08/07/2010 08/07/2017	Common Stock (\$1 par value) 30,000

(7)

Restricted stock units (8)

\$ 0

08/08/1988 08/08/1988 Common Stock (\$1 par value) 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFIN JOHN H JR 1716 LOCUST STREET DES MOINES, IA 50309-3023			President - Publishing Group	

Signatures

By: Teresa T. Rinker, by Power of Attorney For: John H. Griffin, Jr.

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 of restricted common stock which vested and were transferred into the reporting person's direct holdings.
- (3) Shares held by the reporting person in street name.
Mr. Griffin holds shares of Common Stock (\$1 par value) in his Meredith Corporation Savings & Investment (401k) and Employee Stock Purchase Plan (ESPP) accounts. Quarterly dividends on the 401(k) and ESPP shares are paid in the form of additional Common Stock, \$1 par value. This footnote would normally be included in column 4. On 1/22/2009, Mr. Griffin moved 1,026 shares from his Meredith ESPP account to his street name account, a transaction exempt from reporting per Rule 16a-13.
- (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) 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.
- (6) 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.
- (7) 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.
- (8)

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.