MEREDITH CORP

Form 4

August 04, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HENRY FREDERICK B

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

MEREDITH CORP [MDP]

(Check all applicable)

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

_X__ Director Officer (give title below)

10% Owner Other (specify

1716 LOCUST STREET 08/04/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

DES MOINES, IA 50309-3023

(City)

Stock

(Street)

(State)

(Zip)

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

					-	, . ,	•	,
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (\$1 par value) (1)	08/04/2014	M	6,000	A	\$ 28.24	44,201	D	
Common Stock (\$1 par value) (1)	08/04/2014	M	3,615	A	\$ 26.55	47,816	D	
Class B Common Stock (\$1 par value)						366,821	I	Held by family Trusts
Common						2,616	D	

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(Restricted) (\$1 par value) (2)							
Common Stock (\$1 par value) (1) (3)	08/04/2014	S	5,770	D	\$ 46.01	42,046	D
Common Stock (\$1 par value) (1) (3)	08/04/2014	S	3,845	D	\$ 45.9031	38,201	D

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number conf 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Non-Qualified Stock Option (right to buy)	\$ 28.24	08/04/2014		M	6,000	11/05/2010	11/05/2019	Common Stock (\$1 par value)	6,
Non-Qualified Stock Option (right to buy)	\$ 26.55	08/04/2014		M	3,615	11/09/2012	11/09/2021	Common Stock (\$1 par value)	3,
Stock equivalent units (5)	\$ 0					08/08/1988	08/08/1988	Common Stock (\$1 par value)	

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

HENRY FREDERICK B 1716 LOCUST STREET X DES MOINES, IA 50309-3023

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Frederick B. Henry

07/31/2014

**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 held by the reporting person in street name.
- This restricted stock was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan. The shares are subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year for three years commencing on the first anniversary of the grant date.
- (3) The price reported in column 4 is a weighted average price.
 - Nonqualified stock options awarded pursuant to the Meredith Corporation 2004 Stock Incentive Plan, which become exercisable
- (4) one-third per year over a three-year period beginning on the first anniversary of the grant date, expire on the tenth anniversary of the grant date, and have exercise prices as specified in each award agreement.
- Stock equivalents issued pursuant to the Meredith Corporation 2004 Stock Incentive Plan (the "Plan"), which will be converted to (5) Common Stock (\$1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of service on the Meredith Board of Directors. Quarterly dividends are accrued in the form of additional stock equivalents.

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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