

MEDIA GENERAL INC
Form 4
December 23, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MAHONEY GEORGE L

(Last) (First) (Middle)

333 EAST FRANKLIN STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Voting Common Stock (no par value) <u>(11)</u>	12/19/2014		A		71,000	A	148,830
Voting Common Stock (no par value) <u>(12)</u>	12/19/2014		F		29,989	D	118,841
Voting Common	12/19/2014		D		118,841	D	0

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Stock (no
par value)

Voting
Common
Stock (no
par value)

12/19/2014

D

16,329

D

1

0

I

401(k)
Plan

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 63.18	12/19/2014		D	7,300	<u>(2)</u> 01/27/2015	Voting Common Stock (no par value)	7,300	
Employee Stock Option (right to buy)	\$ 49.66	12/19/2014		D	12,100	<u>(3)</u> 01/26/2016	Voting Common Stock (no par value)	12,100	
Employee Stock Option (right to buy)	\$ 20.3	12/19/2014		D	9,200	<u>(4)</u> 01/29/2018	Voting Common Stock (no par value)	9,200	
Employee Stock Option (right to buy)	\$ 8.9	12/19/2014		D	10,700	<u>(5)</u> 01/28/2020	Voting Common Stock (no par value)	10,700	
	\$ 5.2	12/19/2014		D	12,400	<u>(6)</u> 01/27/2021		12,400	

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- (5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.
- (6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2014.
- (7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.
- (8) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 31, 2014, 2015, and 2016.
- (9) Units acquired under the Company's Supplemental 401(k) deferred compensation plan. Each unit is the economic equivalent of one share of common stock.
- (10) Units are payable in cash following the termination of the reporting person's employment. Upon attaining age 55, the reporting person may transfer the units into an alternative investment account at any time.
- (11) The common stock reported represents shares with respect to performance accelerated restricted stock (PARS) awards that vested on the closing of the Merger pursuant to Mr. Mahoney's employment agreement.
- (12) Represents shares with respect to PARS that were used to pay applicable taxes related to the vesting of the PARS.

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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