#### WILLIAMS WALTER E

Form 4

January 02, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \* WILLIAMS WALTER E

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

MEDIA GENERAL INC [MEG] (Middle)

3. Date of Earliest Transaction

X\_ Director

10% Owner

333 EAST FRANKLIN ST

(Month/Day/Year)

12/31/2008

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

\_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

RICHMOND, VA 23219

1.Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4) Reported

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

(A)

or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. Pı Deri Secu (Inst

#### Edgar Filing: WILLIAMS WALTER E - Form 4

Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0 (4)	12/31/2008	A	22,226	<u>(2)</u>	(2)	Class A Common Stock	22,226	\$ 1
Phantom Stock (3)	\$ 0 (4)	12/31/2008	A	1,562	(2)	(2)	Class A Common Stock	1,562	\$ 1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner France / Francess	Director	10% Owner	Officer	Other		
WILLIAMS WALTER E 333 EAST FRANKLIN ST RICHMOND, VA 23219	X					

# **Signatures**

/s/ Walter E. Williams, by George L. Mahoney, Attorney-in-fact

01/02/2009

\*\*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) Reports quarterly allocations under the Company deferred compensation plan for outside directors fees.
- (2) Upon termination of service as a director, the units become payable in accordance with the settlement election of the reporting person.
- (3) Reports quarterly allocations under the Company deferred compensation plan for automatic reinvestment of quarterly dividends on the units.
- (4) Each unit is the economic equivalent of one share of Class A common stock.

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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