

MEREDITH CORP
Form 4
May 22, 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KARPOWICZ PAUL

(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)
05/21/2014

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-Local Media Group

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) |
|----------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock (Restricted) (\$1 par value) ⁽¹⁾ | | | | | 34,914 | D | |
| Common Stock (\$1 par value) ⁽²⁾ | | | | | 27,471 | D | |
| Common Stock (\$1 par value) | | | | | 26,380 | D | |

| | | | | | | | | | |
|------------------------------|------------|--|---|--------|---|------------|--------|---|-----------------------|
| <u>(3)</u> | | | | | | | | | |
| Common Stock (\$1 par value) | | | | | | 7,225.751 | I | | By Managed Account |
| <u>(4)</u> | | | | | | | | | |
| Common Stock (\$1 par value) | | | | | | 5,876 | I | | Shares held by spouse |
| Common Stock (\$1 par value) | 05/21/2014 | | M | 70,000 | A | \$ 29.23 | 97,471 | D | |
| <u>(2)</u> | | | | | | | | | |
| Common Stock (\$1 par value) | 05/21/2014 | | F | 52,851 | D | \$ 45.2754 | 44,620 | D | |
| <u>(2)</u> | | | | | | | | | |
| Common Stock (\$1 par value) | 05/21/2014 | | S | 17,149 | D | \$ 45.2754 | 27,471 | D | |
| <u>(2)</u> | | | | | | | | | |

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)

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 |
| Non-Qualified Stock Option (right to buy) | \$ 29.23 | 05/21/2014 | | M | 70,000 | 08/12/2011 08/12/2018 | Common Stock (\$1 par value) |
| <u>(5)</u> | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KARPOWICZ PAUL 1716 LOCUST STREET DES MOINES, IA 50309-3023 | | | President-Local Media Group | |

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Paul A. Karpowicz 05/21/2014

__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 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 by the reporting person in street name.
 - (3) Shares registered in the reporting person's name.
 - (4) Shares held in the reporting person's Meredith Corporation Employee Stock Purchase Plan account. Quarterly dividends are paid in the form of additional Common Stock, \$1 par value.
- Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety
- (5) on the third anniversary of the grant date, expires on the 10th anniversary of the grant date, and has an exercise price as specified in the award agreement.

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.