

DICKINSON STEPHEN Y  
Form 4  
January 30, 2006

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
DICKINSON STEPHEN Y

(Last) (First) (Middle)

333 EAST FRANKLIN ST

(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)  
01/26/2006

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)  
Controller

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

CUSIP NO. 552676108

SCHEDULE 13D

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1 NAME OF REPORTING PERSON

David D. Mandarich

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 Not Applicable  
SEC USE ONLY

4 SOURCE OF FUNDS

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5 Not Applicable  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2 (e)

6 Not Applicable  
CITIZENSHIP OR PLACE OF ORGANIZATION

7 United States of America  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

8 4,240,457  
SHARED VOTING POWER

9 0  
SOLE DISPOSITIVE POWER

10 4,240,457  
SHARED DISPOSITIVE POWER

11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 4,240,457  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 Not Applicable  
PERCENT OF CLASS REPRESENTED BY THE AMOUNT IN ROW (11)

14 8.8%  
TYPE OF REPORTING PERSON

IN



CUSIP NO. 552676108

SCHEDULE 13D

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AMENDMENT

NO. 16

TO THE

SCHEDULE 13D

The Reporting Person, David D. Mandarich, hereby amends his Schedule 13D relating to Common Stock, par value \$0.01, of M.D.C. Holdings, Inc.

Item 5. Interest in Securities of the Issuer

According to the Form 10-Q of the Issuer dated September 30, 2010, there were 47,139,000 shares of the Issuer's Common Stock outstanding as of September 30, 2010.

(a) Amount beneficially owned as of the close of business on February 9, 2011: 4,240,457 shares of Common Stock  
Percent of class: 8.8%

(b) The number of shares as of the close of business on February 9, 2011 as to which Reporting Person has:

(i) Sole power to vote or direct the vote: 4,240,457 shares;

(ii) Shared power to vote or direct the vote: 0 shares;

(iii) Sole power to dispose or direct the disposition of: 4,240,457 shares

(iv) Shared power to dispose or direct the disposition of: 0 shares.

The number of shares set forth in Item 5(a) includes 3,295 shares of Common Stock held in the Reporting Person's 401(k) Plan account (which changes on a daily basis) and 1,203,902 shares of Common Stock that the Reporting Person has the right to acquire within 60 days of February 9, 2011 by the exercise of options.

(c) The following table sets forth the transactions by the Reporting Person named in response to Item 5(a) during the past sixty days.

Trade Date	Price per Share (\$)	David D. Mandarich
12/30/10	n/a	90,000(1)
12/30/10	n/a	90,000(2)
02/09/11	n/a	60,000(3)

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- (1) Reflects the grant of an option covering 90,000 shares under the Company's 2001 Equity Incentive Plan. This option vests as to 3<sup>3</sup>/<sub>3</sub>% of the shares covered thereby on December 31, 2013, 2014 and 2015. This option was granted at 100% of the December 30, 2010 market close price.

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SCHEDULE 13D

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- (2) Reflects the grant of an option covering 90,000 shares under the Company's 2001 Equity Incentive Plan. This option vests as to  $3\frac{2}{3}\%$  of the shares covered thereby on December 31, 2013, 2014 and 2015. This option was granted at 110% of the December 30, 2010 market close price.
- (3) Reflects the grant of 60,000 shares of restricted stock for no cash consideration pursuant to the Company's Amended Executive Officer Performance-Based Compensation Plan, the 2001 Equity Incentive Plan and a Restricted Stock Agreement. Pursuant to the Restricted Stock Agreement, the restrictions will lapse as to  $33\frac{1}{3}\%$  of the shares covered thereby on February 9, 2014, 2015 and 2016.

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SCHEDULE 13D

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2011.

By: /s/ David D. Mandarich  
David D. Mandarich