

MEREDITH CORP
Form 4
February 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
ZIESER JOHN S

(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)
02/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Development Officer

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

| 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock (\$1 par value) ⁽¹⁾ | 02/18/2015 | | M | | 20,000 | A | \$ 53.9 |
| Common Stock (\$1 par value) ⁽¹⁾ | 02/18/2015 | | F | | 19,755 | D | \$ 55 245 |
| Common Stock (\$1 par value) ⁽¹⁾ | 02/18/2015 | | S | | 245 | D | \$ 55 0 |
| Common Stock (\$1 par | | | | | 42.9187 | I | by Managed |

| | | | | | | | |
|--|--|--|--|--------|--|---|---------|
| value) ⁽²⁾ | | | | | | | Account |
| Common Stock (Restricted) (\$1 par value) ⁽³⁾ | | | | 23,500 | | D | |

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

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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 | Am Nur Sha |
| Non-Qualified Stock Option (right to buy) ⁽⁴⁾ | \$ 53.9 | 02/18/2015 | | M | 20,000 | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 2 |
| Restricted Stock Units ⁽⁵⁾ | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 0 |
| Stock equivalent units ⁽⁶⁾ | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 62 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZIESER JOHN S 1716 LOCUST STREET DES MOINES, IA 50309-3023 | | | Chief Development Officer | |

Signatures

By: Teresa T. Rinker, by Power of Attorney For: John S.
Zieser

02/19/2015

__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.
 - (2) Shares held in reporting person's Meredith Corp. Savings & Investment Plan account, upon which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).

Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are
 - (3) nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement. Quarterly dividends are paid in cash.

Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety
 - (4) 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.
 - (5) Restricted Stock Units granted pursuant to Meredith Corporation's Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a 1-for-1 basis upon the completion of a three-year period of service. Quarterly dividends are paid in cash.

Stock equivalents issued pursuant to Meredith Corporation's Deferred Compensation Plan or Stock Incentive Plan which will be
 - (6) converted to Common Stock (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corporation employment. Quarterly dividends are accrued in the form of additional units in lieu of cash.

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.