

MEREDITH CORP
Form 4
May 08, 2015

FORM 4

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

OMB APPROVAL

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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 *
Harty Thomas H

(Last) (First) (Middle)
1716 LOCUST STREET
(Street)

DES MOINES, IA 50309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEREDITH CORP [MDP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2015

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-National 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class B Common Stock (\$1 par value) ⁽¹⁾ | 05/07/2015 | | I | | 2,483 | A | \$ 50.92 |
| Common Stock (Restricted) (\$1 par value) ⁽²⁾ | | | | | 48,013 | | |
| Common Stock (\$1 par value) ⁽³⁾ | | | | | 2,051.056 | | |

by Managed Account

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This restricted stock was awarded pursuant to the Meredith Corporation 2004 Stock Incentive Plan. The shares are subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year commencing on the first anniversary of the grant date.

- (3) Shares held in the reporting person's Meredith Corporation Employee Stock Purchase Plan account. Quarterly dividends on these shares are paid in the form of additional Common Stock, \$1 par value.

- (4) These restricted stock units were awarded pursuant to the Meredith Corporation 2004 Stock Incentive Plan. The shares are subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year commencing on the first anniversary of the grant date.

- (5) Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety 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.