

BERG DONALD C  
Form 4  
November 09, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERG DONALD C

(Last) (First) (Middle)

1716 LOCUST STREET, MAIL  
STOP LS 101A

(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)  
11/07/2012

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)

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<br>Security<br>(Instr. 3)                     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                           |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock<br>(Restricted)<br>(\$1 par value)<br>(1) | 11/07/2012                              |                                                             | A                                       |                                                                            | 1,548                                                                                                              | A                                                                    | \$ 0 1,548                                                        |
|                                                           |                                         |                                                             |                                         |                                                                            |                                                                                                                    | D                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

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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 (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) | 8. Amount or Number of Shares |
|----------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
|                                                          |                                                        |                                      |                                                    | Code                           | V                                                                              | (A)                                                      | (D)                                                         |                               |
| Non-Qualified Stock Option (right to buy) <sup>(2)</sup> | \$ 32.32                                               | 11/07/2012                           |                                                    | A                              | 8,100                                                                          | 11/07/2013 11/07/2022                                    | Common Stock (\$1 par value)                                | 8,100                         |
| Stock equivalent units <sup>(3)</sup>                    | \$ 0                                                   | 11/07/2012                           |                                                    | A                              | 2,744                                                                          | 08/08/1988 08/08/1988                                    | Common Stock (\$1 par value)                                | 2,744                         |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| BERG DONALD C<br>1716 LOCUST STREET<br>MAIL STOP LS 101A<br>DES MOINES, IA 50309-3023 |               | X         |         |       |

## Signatures

By: Teresa T. Rinker, by Power of Attorney for Donald C. Berg 11/09/2012

\_\_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) 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.

(2) This option was awarded pursuant to the Meredith Corporation 2004 Stock Incentive Plan, becomes exercisable 1/3 per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.

(3) Stock equivalents issued pursuant to the Meredith Corporation 2004 Stock Incentive Plan (the "Plan"), which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of service on the Meredith Board of Directors. Quarterly dividends are accrued in the form of additional stock equivalents.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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