

MEREDITH CORP

Form 4

May 05, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ceryanec Joseph 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)

05/03/2016

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 Financial 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) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common Stock (\$1 par value) ⁽¹⁾ | 05/03/2016 | | M | 40,000 A | \$ 34.85 40,000 | D | |
| Common Stock (\$1 par value) ⁽²⁾ | 05/03/2016 | | F | 31,330 D | \$ 51.65 8,670 | D | |
| Common Stock (Restricted) (\$1 par value) ⁽³⁾ | | | | | 16,622 | D | |

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| | | |
|---|--------------|--------------------------|
| Common Stock (\$1 par value) ⁽⁴⁾ | 1,715.6533 I | By managed account |
|---|--------------|--------------------------|

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

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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 Underlying Security (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--------------------|--|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Non-Qualified Stock Option (right to buy) <u>(5)</u> | \$ 44.72 | 05/03/2016 | | M | 40,000 | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 4 |
| Restricted Stock Units <u>(6)</u> | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 1 |
| Stock equivalent units <u>(7)</u> | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 41 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Ceryanec Joseph H 1716 LOCUST STREET DES MOINES, IA 50309 | Chief Financial Officer |

Signatures

By: Andrew Kane, by Power of Attorney For: Joseph H. Ceryanec 05/05/2016

 **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 a street name account.
- (2) Shares held by the reporting person in street name.
- (3) 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.
- (4) Shares attributed to the reporting person's Meredith Corporation Savings and Investment Plan and Employee Stock Purchase Plan accounts. Quarterly dividends on these shares are paid in the form of additional Common Stock (\$1 par value).
- (5) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.
- (6) Restricted Stock Units granted pursuant to Meredith Corporation's 2014 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the completion of a three-year period of service.
- (7) Stock equivalents issued pursuant to Meredith Corporation's Deferred Compensation Plan or Stock Incentive Plan which will be 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.

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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