

MEREDITH CORP

Form 4

August 18, 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 *
LACY STEPHEN M

(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)
08/13/2016

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)

Chairman, President & CEO

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 | (A) or (D) | Price | | |
| Common Stock (Restricted) (\$1 par value) ⁽¹⁾ | 08/13/2016 | | F | | 9,699 | D | \$ 53.37 | 15,415 | D |
| Common Stock (Restricted) (\$1 par value) ⁽¹⁾ | 08/13/2016 | | M | | 10,301 | D | \$ 53.37 | 5,114 | D |
| Common Stock (\$1 | 08/13/2016 | | M | | 10,301 | A | \$ 53.37 | 16,975 | D |

par value)
(2)

| | | | | | | | |
|---|------------|---|--------|---|---------------|-------|---|
| Common Stock (\$1 par value) (2) (3) | 08/17/2016 | S | 10,301 | D | \$ 54.1328 | 6,674 | D |
|---|------------|---|--------|---|---------------|-------|---|

| | | | | | | | |
|---|------------|---|--------|---|------|--------|---|
| Common Stock (\$1 par value) (2) | 08/16/2016 | M | 65,000 | A | \$ 0 | 71,674 | D |
|---|------------|---|--------|---|------|--------|---|

| | | | | | | | |
|---|------------|---|--------|---|---------------|--------|---|
| Common Stock (\$1 par value) (2) (4) | 08/16/2016 | F | 61,191 | D | \$ 54.0068 | 10,483 | D |
|---|------------|---|--------|---|---------------|--------|---|

| | | | | | | | |
|---|------------|---|-------|---|---------------|-------|---|
| Common Stock (\$1 par value) (2) (4) | 08/16/2016 | S | 3,809 | D | \$ 54.0068 | 6,674 | D |
|---|------------|---|-------|---|---------------|-------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
| Non-Qualified Stock Option (right to buy) (5) | \$ 0 | 08/16/2016 | | M | 65,000 | 08/08/1988 | 08/08/1988 | Non-Qualified Stock Option (right to buy) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

LACY STEPHEN M
1716 LOCUST STREET
DES MOINES, IA 50309-3023

X

Chairman, President & CEO

Signatures

By: Andrew Kane, by Power of Attorney For: Stephen M.
Lacy

08/18/2016

__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 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.

(2) Shares held by the reporting person in street name.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$54.07 to

(3) \$54.29, inclusive. The reporting person undertakes to provide Meredith, any securityholder of Meredith Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (2) to this Form 4.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$53.99 to

(4) \$54.03, inclusive. The reporting person undertakes to provide Meredith, any securityholder of Meredith Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (2) to this Form 4.

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

(5) on the third anniversary of the grant date, expires on the tenth 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.

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