

LACY STEPHEN M

Form 4

August 15, 2017

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

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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)
08/08/2017

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 and 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 (\$1 par value) (1)	08/12/2017		M		21,000	A (2)	30,274
Common Stock (\$1 par value) (1)	08/12/2017		F		10,184	D	\$ 56.8 20,090
Common Stock (\$1 par value) (1)	08/14/2017		M		65,000	A	\$ 45.69 85,090

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Common Stock (\$1 par value) (1)	08/14/2017	F	58,264	D	\$ 57.2	26,826	D	
Common Stock (\$1 par value) (1)	08/14/2017	S	6,736	D	\$ 57.1697 (3)	20,090	D	
Common Stock (Restricted) (\$1 par value) (4)						4,604	D	
Common Stock (\$1 par value) (5)						12,351	I	by Managed Account

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

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(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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 58	08/08/2017		A		59,000		08/08/2020	08/08/2027	Common Stock (\$1 par value)
Restricted Stock Units	\$ 0	08/08/2017		A		18,250		(6)	(6)	Common Stock (\$1 par value)
Restricted Stock Units	\$ 0	08/12/2017		M		21,000		(7)	(7)	Common Stock (\$1 par value)
Non-Qualified Stock Option	\$ 45.69	08/14/2017		M		65,000		08/12/2017	08/12/2024	Common Stock (\$1 par value)

(right to buy)

par value)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACY STEPHEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023	X		Chairman and CEO	

Signatures

By: Kara Brodell, by Power of Attorney For: Stephen M.
Lacy

08/15/2017

__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 reporting person in a registered account & in street name accounts (one street name with spouse).
- (2) Represents a restricted stock unit vesting.
The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.75 to \$57.40, 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 (3) to this Form 4.
- (4) 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.
- (5) Shares held in reporting person's IRA and Meredith Corp. Savings & Investment Plan accounts, upon which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).
- (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 1-for-1 basis upon the completion of a three-year period of service. Quarterly dividends are paid in cash.
- (7) Restricted Stock Units granted pursuant to Meredith Corporation's 2004 Stock Incentive Plan which were converted to Common Stock (\$1 par value) on August 12, 2017.

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.