Edgar Filing: Klein Scott W. - Form 4

Klein Scott Form 4	W.											
March 16, 2	010											
FORM	UNITED	STATES		ATTIES A			NGE (COMMISSION		PPROVAL 3235-0287		
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 OWNERSH SECURITIES SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 of 30(h) of the Investment Company Act of 1940						e Act of 1934, f 1935 or Sectio	Expires: Estimated a burden hou response n	irs per				
(Print or Type]	Responses)											
Klein Scott W. Symbol			r Name and Ticker or Trading MEDIA INC. [SPMD]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction	-		(Chec	k all applicable	e)		
P.O. BOX 6 AIRFIELD	519810, 2200 W DRIVE	EST	(Month/D 03/12/20	-				X Director X Officer (give below) Chief I		b Owner er (specify cer		
	(Street)				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
DFW AIRP	ORT, TX 75261							_X_ Form filed by 0 Form filed by M Person	One Reporting Pe Iore than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	on Date, if	Code	Transaction(A) or Disposed of			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	03/12/2010			А	78,999 (1)	А	\$0	78,999	D			
Common Stock	03/12/2010			А	79,000 (2)	А	\$0	157,999	D			

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

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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. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Tit Amou Unde Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r of the test of test	Director	10% Owner	Officer	Other				
Klein Scott W. P.O. BOX 619810 2200 WEST AIRFIELD DRIVE DFW AIRPORT, TX 75261	Х		Chief Executive Officer					
Signatures								
Larry Cannon, Attorney-in-fact for Klein	or Scott W	7.	03/16/2010					
<u>**</u> 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).

Represents restricted stock granted under the SuperMedia Inc. 2009 Long-Term Incentive Plan (the "Plan"), which vests in one-third increments on March 12, 2011, March 12, 2012, and March 12, 2013. Notwithstanding the prior sentence, (i) all unvested shares will
(1) immediately vest upon a "change in control" of the issuer, and (ii) all unvested shares will immediately terminate upon the reporting

person's termination with the issuer for any reason, except that the Human Resources Committee, at its sole option and election, may permit the unvested shares not to terminate if the reporting person is terminated without cause.

Represents restricted stock granted under the Plan, which vests in one-third increments on March 12, 2011, March 12, 2012, and March 12, 2013. Notwithstanding the prior sentence, (i) generally, all unvested shares will immediately vest upon a "change in control" of the

(2) issuer or upon the reporting person's termination with the issuer for "good reason," without "cause," or due to death or "disability," and
 (ii) all unvested shares will immediately terminate upon the reporting person's termination with the issuer for any other reason not set forth in clause (i) of this footnote, including, without limitation, termination for "cause."

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.