

WHEAT DOUGLAS D
Form 4
July 02, 2010

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 *
WHEAT DOUGLAS D

(Last) (First) (Middle)

**P.O. BOX 619810, 2200 WEST
AIRFIELD DRIVE**

(Street)

DFW AIRPORT, TX 75261

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUPERMEDIA INC. [SPMD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2010

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 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	07/01/2010		A	(A) or (D) 2,011 (1)	\$ 0 2,011	D	
Common Stock	07/01/2010		A	(A) or (D) 2,874 (2)	\$ 0 4,885	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
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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 Acquired (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WHEAT DOUGLAS D
P.O. BOX 619810
2200 WEST AIRFIELD DRIVE
DFW AIRPORT, TX 75261

X

Signatures

Tara D. Mackey, Attorney-in-fact for Douglas D.
Wheat

07/02/2010

__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 on December 31, 2010. Notwithstanding the prior sentence, (i) all unvested shares will immediately vest upon a "change in control" of the issuer, and (ii) all unvested shares will immediately terminate if the reporting person ceases to be a director of the issuer.

Represents restricted stock units ("RSUs") granted under the Plan, which vest in one-third increments on July 1, 2011, July 1, 2012, and July 1, 2013. Notwithstanding the prior sentence, (i) all unvested RSUs will immediately vest upon a "change in control" of the issuer, and (ii) if the reporting person ceases to be a director of the issuer, the RSUs will vest on a prorated basis by dividing the number of days commencing on the anniversary vesting date or date of award, as applicable, and ending on the date of separation from service by (a) 1005 if the separation occurs before the first anniversary date of the award, (b) 730 if the separation occurs after the first anniversary date of the award but before the second anniversary date of the award, and (c) 365 if the separation occurs after the second anniversary date of the award. The number of RSUs remaining will immediately terminate.

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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