

MEREDITH CORP
Form 4
May 14, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY FREDERICK B

2. Issuer Name and Ticker or Trading Symbol
MEREDITH CORP [MDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

1716 LOCUST STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DES MOINES, IA 50309-3023

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|----------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | | S | | 100 | D | \$ 34.34 | 55,914 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | | S | | 100 | D | \$ 34.32 | 55,814 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | | S | | 100 | D | \$ 34.31 | 55,714 | I | by Trust |

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| | | | | | | | | |
|--|------------|---|-------|---|-------------|--------|---|----------|
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 200 | D | \$ 34.21 | 55,514 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 800 | D | \$ 34.2 | 54,714 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 1,500 | D | \$ 34.19 | 53,214 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 100 | D | \$ 34.18 | 53,114 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 500 | D | \$ 34.17 | 52,614 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 200 | D | \$ 34.15 | 52,414 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.14 | 52,114 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.13 | 51,814 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 200 | D | \$ 34.11 | 51,614 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.1 | 51,314 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.09 | 51,014 | I | by Trust |
| | 05/13/2008 | S | 300 | D | | 50,714 | I | by Trust |

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| | | | | | | | | |
|--|------------|---|-------|---|----------|-----------------------|---|----------|
| Common Stock (\$1 par value) <u>(1)</u> | | | | | \$ 34.08 | | | |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 500 | D | \$ 34.07 | 50,214 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.06 | 49,914 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.05 | 49,614 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.04 | 49,314 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 100 | D | \$ 34.03 | 49,214 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 100 | D | \$ 34.02 | 49,114 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 300 | D | \$ 34.01 | 48,814 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 200 | D | \$ 34 | 48,614 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 1,000 | D | \$ 33.99 | 47,614 | I | by Trust |
| Common Stock (\$1 par value) <u>(1)</u> | 05/13/2008 | S | 100 | D | \$ 33.97 | 47,514 ⁽²⁾ | I | by Trust |
| | | | | | | 402,625 | I | by Trust |

Class B
Common
Stock (\$1
par value)
(1)

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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 49.75 | | | | | 11/11/2004 | 11/11/2013 | Common Stock (\$1 par value) | 2,000 |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 50.28 | | | | | 11/09/2006 | 11/09/2015 | Common Stock (\$1 par value) | 6,000 |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 51.975 | | | | | 11/09/2005 | 11/09/2014 | Common Stock (\$1 par value) | 6,000 |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 52.87 | | | | | 11/09/2007 | 11/09/2016 | Common Stock (\$1 par value) | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 59.98 | | | | | 11/08/2008 | 11/08/2017 | Common Stock (\$1 par value) | 6,000 |

(4)

| | | | | | |
|------------------------------|------|------------|------------|--|-------|
| Stock equivalent units | \$ 0 | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) <u>(5)</u> | 1,575 |
|------------------------------|------|------------|------------|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HENRY FREDERICK B 1716 LOCUST STREET DES MOINES, IA 50309-3023 | | X | | |

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Frederick B. Henry 05/14/2008

**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 at Bankers Trust Co., Citigroup Trust SD, and Wells Fargo Bank in various Trusts for the benefit of the reporting person and his immediate family. The reporting person is Co-Trustee and has or shares in voting and dispositive power. Except to the extent of the reporting person's pecuniary interest, the reporting person disclaims beneficial ownership.
 - (2) This column reports total shares beneficially owned (the Common Stock is less by 5,036 shares and the Class B Common Stock is greater by 5,036 shares) which were reported on October 29, 2007, as a conversion from Class B Common Stock to Common Stock which never occurred.
 - (3) This option was awarded pursuant to the Meredith Corp. Stock Plan for Non-employee Directors, becomes exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.
 - (4) This option was awarded pursuant to the Meredith Corp. 2004 Stock Incentive Plan, becomes exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.
 - (5) Stock equivalents issued pursuant to Meredith Corp.'s 2002 Stock Plan for Non-employee Directors (the "Plan"), which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of service on the Meredith Board of Directors. Quarterly dividends are accrued in the form of additional stock equivalents. Data in this footnote would normally appear in the Title, Exercisable Date, and Price columns.

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.