#### MEDIA GENERAL INC

Form 4

December 23, 2014

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

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. See Instruction

1(b).

Common

Stock (no

par value)

12/19/2014

(Print or Type Responses)

1. Name and Address of Reporting Person ** NABHAN LOU ANNE J			2. Issuer Name and Ticker or Trading Symbol MEDIA GENERAL INC [MEG]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year) 12/19/2014					Director 10% Owner Selficer (give title Other (specify below) Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RICHMONI	O, VA 23219							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - No	n-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if Trans Code	8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)	
Voting Common Stock (no par value)	12/19/2014		D		18,800	D	(1)	0	D		
Voting											

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

D

7,835

D

<u>(1)</u>

0

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

Ι

401(k)

Plan

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required to respond unless the form displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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
Employee Stock Option (right to buy)	\$ 63.18	12/19/2014		D	5,300	(2)	01/27/2015	Voting Common Stock (no par value)	5,300
Employee Stock Option (right to buy)	\$ 49.66	12/19/2014		D	9,400	(3)	01/26/2016	Voting Common Stock (no par value)	9,400
Employee Stock Option (right to buy)	\$ 20.3	12/19/2014		D	2,800	<u>(4)</u>	01/29/2018	Voting Common Stock (no par value)	2,800
Employee Stock Option (right to buy)	\$ 2.16	12/19/2014		D	3,200	<u>(5)</u>	01/29/2019	Voting Common Stock (no par value)	3,200
Employee Stock Option (right to buy)	\$ 8.9	12/19/2014		D	3,300	<u>(6)</u>	01/28/2020	Voting Common Stock (no par value)	3,300
Employee Stock Option (right to	\$ 5.2	12/19/2014		D	4,100	<u>(7)</u>	01/27/2021	Voting Common Stock (no par value)	4,100

buy)								
Employee Stock Option (right to buy)	\$ 4.98	12/19/2014	D	5,400	(8)	01/26/2022	Voting Common Stock (no par value)	5,400
Employee Stock Option (right to buy)	\$ 4.26	12/19/2014	D	7,400	<u>(9)</u>	01/31/2023	Voting Common Stock (no par value)	7,400
Phantom Stock	(10)	12/19/2014	D	1,038	(11)	(11)	Voting Common Stock (no par value)	1,038

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

NABHAN LOU ANNE J 333 EAST FRANKLIN STREET RICHMOND, VA 23219

Vice President

### **Signatures**

/s/ Lou Anne J. Nabhan, by Andrew C. Carington, Attorney-in-fact

12/23/2014

\*\*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).
  - On December 19, 2014, Media General, Inc. ("Media General", formerly Mercury New Holdco, Inc.), MGOC, Inc. ("MGOC", formerly Media General, Inc.) and Lin Media LLC ("Lin") consummated a business combination transaction (the "Merger") as a result of which MGOC, Inc. and Lin Media LLC each became a direct wholly owned subsidiary of Media General. Pursuant to the Merger, (i) each
- (1) share of voting common stock of MGOC was converted into one share of voting common stock of Media General ("Voting Common Stock") and (ii) each share representing a limited liability company interest in Lin was converted into 1.4714 shares of Voting Common Stock. Equity-based awards granted pursuant to MGOC plans and Lin plans that were outstanding immediately prior to the Merger were converted into awards in respect of Voting Common Stock at the closing of the Merger.
- (2) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.
- (3) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.
- (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2011.
- (5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2012.
- (6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.
- (7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2014.

Reporting Owners 3

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- Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.
- (9) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 31, 2014, 2015, and 2016.
- (10) Units acquired under the Company's Supplemental 401(k) deferred compensation plan. Each unit is the economic equivalent of one share of common stock.
- (11) Units are payable in cash following the termination of the reporting person's employment. Upon attaining age 55, the reporting person may transfer the units into an alternative investment account at any time.

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.