

MEREDITH CORP
Form 4
March 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
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)
03/11/2010

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)
Chairman, President & 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock (\$1 par value) <u>(1)</u> | 03/11/2010 | | M | | 24,000 | A | \$ 28.0625 |
| Common Stock (\$1 par value) <u>(1)</u> | 03/11/2010 | | M | | 18,000 | A | \$ 28.0625 |
| Common Stock (\$1 par value) <u>(1)</u> | 03/11/2010 | | M | | 16,000 | A | \$ 30.75 |

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| | | | | | | | | |
|--|------------|---|--------|---|----------|--------|---|--------------------------|
| Common Stock (\$1 par value) <u>(1)</u> | 03/11/2010 | M | 12,000 | A | \$ 30.75 | 79,274 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/11/2010 | F | 63,937 | D | \$ 33.48 | 15,337 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 324 | D | \$ 33.26 | 15,013 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 130 | D | \$ 33.27 | 14,883 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 351 | D | \$ 33.28 | 14,532 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 1,233 | D | \$ 33.29 | 13,299 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 1,299 | D | \$ 33.3 | 12,000 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 2,012 | D | \$ 33.31 | 9,988 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 03/12/2010 | S | 714 | D | \$ 33.32 | 9,274 | D | |
| Common Stock (\$1 par value) <u>(2)</u> | | | | | | 10,430 | 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)

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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 Security (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> | \$ 28.0625 | 03/11/2010 | | M | 18,000 | 08/09/2008 | 08/08/2010 | Common Stock (\$1 par value) | 18,000 |
| Non-Qualified Stock Option (right to buy) <u>(4)</u> | \$ 28.0625 | 03/11/2010 | | M | 24,000 | 08/09/2001 | 08/09/2010 | Common Stock (\$1 par value) | 24,000 |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 30.75 | 03/11/2010 | | M | 12,000 | 08/09/2008 | 11/12/2010 | Common Stock (\$1 par value) | 12,000 |
| Non-Qualified Stock Option (right to buy) <u>(4)</u> | \$ 30.75 | 03/11/2010 | | M | 16,000 | 11/13/2001 | 11/13/2010 | Common Stock (\$1 par value) | 16,000 |

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, President & CEO | |

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Stephen M. Lacy 03/12/2010

__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).

- (1) Shares held by the reporting person in street name.
- (2) 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).

This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full August 9, 2008.

- (3) Graduated percentages of the option, however, will become exercisable August 13, 2003, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (4) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.

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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