

MEREDITH CORP
Form 4
February 10, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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

(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)
02/09/2017

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (\$1 par value) (1)	02/09/2017		M		1,463	A	\$ 47.01
6,207						D	
Common Stock (\$1 par value) (1)	02/09/2017		M		2,608	A	\$ 51.22
8,815						D	
Common Stock (\$1 par value) (1)	02/09/2017		M		4,064	A	\$ 52.32
12,879						D	

Common
 Stock (\$1
 par value) 02/09/2017 F 6,799 D \$ 61.05 6,080 D
(1)

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

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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 47.01	02/09/2017		M	1,463	<u>(2)</u> 11/11/2025	Common Stock (\$1 par value)	1,463
Non-Qualified Stock Option (right to buy)	\$ 51.22	02/09/2017		M	2,608	<u>(2)</u> 11/12/2024	Common Stock (\$1 par value)	2,608
Non-Qualified Stock Option (right to buy)	\$ 52.32	02/09/2017		M	4,064	<u>(2)</u> 11/06/2023	Common Stock (\$1 par value)	4,064

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

Kara Brodell, by Power of Attorney for Frederick B.
Henry

02/09/2017

__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).

- Common Stock includes restricted shares and shares held by the reporting person in a street name account. Restricted stock is subject to
- (1) forfeiture and non-transferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year commencing on the first anniversary of the grant date.
 - (2) Nonqualified stock options awarded pursuant to the Meredith Corporation 2004 or 2014 Stock Incentive Plan, which become exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date.

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.