

MEREDITH CORP

Form 4

May 14, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Craigie James

(Last) (First) (Middle)

CHURCH & DWIGHT, 469
NORTH HARRISON STREET

(Street)

PRINCETON, NJ 08543

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MEREDITH CORP [MDP]

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

05/12/2014

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. Code (Instr. 8)	4. Securities Acquired Transaction(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 (\$1 par value) ⁽¹⁾	05/12/2014		M	2,000 A \$ 34.1	7,126	D	
Common Stock (\$1 par value) ⁽¹⁾	05/12/2014		M	3,615 A \$ 26.55	10,741	D	
Common Stock (\$1 par value) ⁽¹⁾	05/12/2014		M	2,700 A \$ 32.32	13,441	D	
Common Stock (\$1 par	05/12/2014		F	5,452 D \$ 46.13	7,989	D	

value) (1)Common
Stock
(Restricted)
(\$1 par
value) (2) (3)

0 D

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy) (4)	\$ 34.1	05/12/2014		M		2,000		11/03/2011	11/03/2020	Common Stock (\$1 par value)	2,000
Non-Qualified Stock Option (right to buy) (4)	\$ 26.55	05/12/2014		M		3,615		11/09/2012	11/09/2021	Common Stock (\$1 par value)	3,615
Non-Qualified Stock Option (right to buy) (4)	\$ 32.32	05/12/2014		M		2,700		11/07/2013	11/07/2022	Common Stock (\$1 par value)	2,700
Stock equivalent units (5)	\$ 0							08/08/1988	08/08/1988	Common Stock (\$1 par value)	11,700

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Craigie James
CHURCH & DWIGHT
469 NORTH HARRISON STREET
PRINCETON, NJ 08543

X

Signatures

By: Teresa T. Rinker, by Power of Attorney For: James R.
Craigie

05/14/2014

__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).

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

This restricted stock was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan. The shares are

(2) subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year for three years commencing on the first anniversary of the grant date.

(3) Mr. Craigie resigned from the Meredith Board of Directors effective May 7, 2014 and thereby forfeited 3,645 shares of restricted stock and all unvested stock options.

This option was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan, becomes exercisable

(4) 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.

Stock equivalents issued pursuant to the Meredith Corporation 2004 Stock Incentive Plan (the "Plan"), which will be converted to

(5) 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.

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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