

MEREDITH CORP  
Form 4  
February 04, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
02/02/2008

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)  
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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock (Restricted) (\$1 par value) (1) | 02/02/2008                           |  | A                              |   | 2,025   | A  | \$ 0 14,364   |
| Common Stock (Restricted) (\$1 par value) (1) | 02/03/2008                           |  | D(2)                           |   | 626   | D  | \$ 0 13,738   |
| Common Stock (\$1 par                         |                                      |  |                                |   |   |  | 9,274 D   |

value)

|   |       |   |                          |
|---|-------|---|--------------------------|
| Common<br>Stock (\$1 par<br>value) <sup>(3)</sup> | 9,308 | I | by<br>Managed<br>Account |
|---|-------|---|--------------------------|

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.**

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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<br>Derivative<br>Security<br>(Instr. 3)               | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>Number<br>Shares |                    |  |        |
|---|---|---|---|---|--|--|---|----------------------------|--------------------|--|--------|
|   |   |   |   | Code                                    | V  | (A)  | (D)   | Date<br>Exercisable        | Expiration<br>Date | Title  |        |
| Stock<br>equivalent<br>units                                      | \$ 0  | 02/03/2008                              |   | A <sup>(2)</sup>                        | 626  | 08/08/1988   | 08/08/1988  | 08/08/1988                 | 08/08/1988         | Common<br>Stock (\$1<br>par value)<br><sup>(4)</sup> | 626    |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><sup>(5)</sup> | \$ 25.25  |   |   |   |  | 03/08/2003   |   | 03/08/2003                 | 03/08/2010         | Common<br>Stock (\$1<br>par value)                   | 12,000 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><sup>(6)</sup> | \$ 28.0625  |   |   |   |  | 08/09/2008   |   | 08/09/2008                 | 08/08/2010         | Common<br>Stock (\$1<br>par value)                   | 18,000 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><sup>(7)</sup> | \$ 28.0625  |   |   |   |  | 08/09/2001   |   | 08/09/2001                 | 08/09/2010         | Common<br>Stock (\$1<br>par value)                   | 24,000 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><sup>(6)</sup> | \$ 30.75  |   |   |   |  | 08/09/2008   |   | 08/09/2008                 | 11/12/2010         | Common<br>Stock (\$1<br>par value)                   | 12,000 |
| Non-Qualified   | \$ 30.75  |   |   |   |  | 11/13/2001   |   | 11/13/2001                 | 11/13/2010         | Common   | 16,000 |

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|   |            |  |                       |                                    |        |
|---|------------|--|-----------------------|------------------------------------|--------|
| Stock Option<br>(right to buy)<br><u>(7)</u>                  |            |  |                       | Stock (\$1<br>par value)           |        |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(7)</u> | \$ 33.1563 |  | 08/11/2000 08/11/2009 | Common<br>Stock (\$1<br>par value) | 18,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(7)</u> | \$ 34.8    |  | 08/08/2002 08/08/2011 | Common<br>Stock (\$1<br>par value) | 50,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(7)</u> | \$ 39.05   |  | 08/13/2003 08/13/2012 | Common<br>Stock (\$1<br>par value) | 60,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(7)</u> | \$ 41.6875 |  | 08/12/1999 08/12/2008 | Common<br>Stock (\$1<br>par value) | 18,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(5)</u> | \$ 46.165  |  | 08/12/2006 08/12/2013 | Common<br>Stock (\$1<br>par value) | 70,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(8)</u> | \$ 46.165  |  | 08/12/2011 08/13/2013 | Common<br>Stock (\$1<br>par value) | 70,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(5)</u> | \$ 46.21   |  | 08/08/2009 08/08/2016 | Common<br>Stock (\$1<br>par value) | 106,00 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(5)</u> | \$ 49.1    |  | 08/09/2008 08/09/2015 | Common<br>Stock (\$1<br>par value) | 53,33  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(5)</u> | \$ 49.97   |  | 08/10/2007 08/10/2014 | Common<br>Stock (\$1<br>par value) | 90,00  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(5)</u> | \$ 53.9    |  | 08/07/2010 08/07/2017 | Common<br>Stock (\$1<br>par value) | 120,00 |
| Restricted<br>stock units <u>(9)</u>                          | \$ 0       |  | 08/08/1988 08/08/1988 | Common<br>Stock (\$1               | 23,88  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| LACY STEPHEN M<br>1716 LOCUST STREET<br>DES MOINES, IA 50309-3023 | X             |           | President & CEO |       |

## Signatures

By: John S. Zieser, Attorney-in-Fact For: Stephen M. Lacy 02/04/2008

\_\_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 were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (2) Disposition to the Issuer of shares of vesting restricted stock the reporting person elected to have Meredith convert to stock equivalent units, exempt pursuant to Rule 16a-13.
- (3) 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).  
Stock equivalents issued pursuant to Meredith Corp.'s Deferred Compensation Plan or Stock Incentive Plan which will be converted to
- (4) Common Stock (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corp. employment.
- (5) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.  
This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full August 9, 2008.
- (6) 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.
- (7) 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.  
This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full on August 12, 2011.
- (8) Graduated percentages of the option, however, will become exercisable on August 12, 2006, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (9) Restricted stock units (granted pursuant to Meredith Corp.'s Stock Incentive Plan), which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of specified EPS growth targets and the completion of a three-year period of service.

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.