MEREDITH CORP

Form 4 July 09, 2008

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

par value)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FRAZIER MEREDITH D MELL Issuer Symbol MEREDITH CORP [MDP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_ 10% Owner \_X\_\_ Director \_ Other (specify Officer (give title 1716 LOCUST STREET 07/07/2008 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DES MOINES, IA 50306-3023 Person

(City)	(State) (Zip	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		3. Transaction Code (Instr. 8)	4. Securities a or Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$1.00 per share	07/07/2008		J(1)(2)	1,000,000	D	\$ 39.11 (1) (2)	0	I	Family Limited Partnership (1)	
Common Stock, \$1 par value							1,020.8444	I	401(k) Plan	
Common Stock (Restricted)(\$1							1,200	D		

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 n 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Contract to Sell (1)	<u>(1)</u> <u>(2)</u>	07/07/2008		J(1)(2)		1,000,000	(1)(2)	(1)(2)	Common Stock	1,000,00

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FRAZIER MEREDITH D MELL 1716 LOCUST STREET DES MOINES, IA 50306-3023	X	X						

### **Signatures**

/s/ D.M.M.
Frazier 07/07/2008

\*\*Signature of Date

Reporting Person

## **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).

Transferred on January 3, 2001 to Meredith Investments, Limited Partnership ("MILP"), a limited partnership in which the reporting person and related persons are deemed to hold general partnership and limited partnership interests. In connection with a prepaid variable

- (1) equity forward contract (the "contract") entered into in January 2003, MILP had pledged 1,000,000 shares of Common Stock to secure its obligations under that agreement which had a maturity date of July 7, 2008. The reporting person disclaims beneficial ownership of the shares except to the extent that she has an economic beneficial interest in MILP.
- On April 3, 2008, the Settlement Price as defined in the contract was determined to be \$39.11 which means that 1,000,000 shares were delivered by MILP at the closing on July 7, 2008. This transaction was exempt pursuant to SEC Rule 16b-6(b).

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.

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