

Edgar Filing: MEDIA GENERAL INC - Form SC 13D/A

MEDIA GENERAL INC  
Form SC 13D/A  
April 26, 2002

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OMB APPROVAL  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 3) (1)

MEDIA GENERAL, INC.

-----  
(Name of Issuer)

CLASS A Common Stock

-----  
(Title of Class of Securities)

584404107

-----  
(CUSIP Number)

George L. Mahoney, Secretary  
333 E. Franklin St.  
Richmond, VA 23219  
(804) 649-6629

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 9, 2000

-----  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 7 Pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/98)

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David Tennant Bryan Revocable Declaration of Trust  
54-6440095

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

---

7 SOLE VOTING POWER

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NUMBER OF 1,560,121 SHARES  
SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

---

8 SHARED VOTING POWER  
NONE

---

9 SOLE DISPOSITIVE POWER

---

10 SHARED DISPOSITIVE POWER  
NONE

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,560,121 SHARES

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.0%

---

14 TYPE OF REPORTING PERSON\*  
00

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
J. Stewart Bryan III

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

---

3 SEC USE ONLY

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---

4 SOURCE OF FUNDS\*

PF-00

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

---

7 SOLE VOTING POWER

NUMBER OF 631,522 SHARES  
SHARES

---

8 SHARED VOTING POWER

BENEFICIALLY 480,000 SHARES  
OWNED BY

---

9 SOLE DISPOSITIVE POWER

EACH 631,522 SHARES  
REPORTING

---

10 SHARED DISPOSITIVE POWER

PERSON 480,000 SHARES  
WITH

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,111,522 SHARES

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

---

14 TYPE OF REPORTING PERSON\*

IN

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

D. Tennant Bryan Media Trust  
54-6253830

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  [X]  
(b)  [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

00

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

VIRGINIA

---

|              |    |                          |
|--------------|----|--------------------------|
|              | 7  | SOLE VOTING POWER        |
| NUMBER OF    |    | 373,000 SHARES           |
| SHARES       |    |                          |
| BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY     |    | NONE                     |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    |    | 373,000 SHARES           |
| PERSON       |    |                          |
| WITH         | 10 | SHARED DISPOSITIVE POWER |
|              |    | NONE                     |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,000 SHARES

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

---

14 TYPE OF REPORTING PERSON\*

00

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 3 amends and supplements, to the extent indicated, Items 1, 3 and 5 of the statement on, and Amendment No. 2 to, Schedule 13D previously filed by the D. Tennant Bryan Revocable Declaration of Trust, J. Stewart Bryan III, and the D. Tennant Bryan Media Trust with respect to Class A Common Stock of Media General, Inc. Defined terms herein have the same meaning as in the original statement on, or Amendments No. 1 and 2 to, Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Shares acquired since the filing of Amendment No. 2 to Schedule 13D consist solely of shares which have been acquired, disposed of or credited to J. Stewart Bryan III accounts under employee benefit plans of the Company, including an Employees Thrift Plan and a Employee Restricted Stock Plan, or shares disposed of by gift.

The net increase in percentage ownership of Class A stock by the reporting persons is primarily due to the Media General, Inc. share repurchase program, which has resulted in a net decrease of 3,764,542 in the number of outstanding shares since August 31, 1999. The share repurchase program had not been completed as of November 13, 2000.

Item 5. Interest in Securities of the Issuer.

- (a) The aggregate number and percentage of Class A and Class B Common Stock of Media General, Inc. (based on 22,269,212 Class A shares and 556,574 Class B shares outstanding as of November 13, 2000) for Mr. Bryan and each trust are as follows:

|                      |   |       |
|----------------------|---|-------|
| Revocable Trust      | 1,560,121 Class A   | 7.0%  |
| J. Stewart Bryan III | 1,056,486 Class A   | 4.7%  |
|                      | 55,036 Class B  | 9.9%  |
|                      | (includes 44,482 Class A in the Company 401(k) plan as of 9/30/00 and 188,567 Class A subject to exercisable options as of 1/31/01, but does not include shares held by the Revocable Trust or the Media Trust) |       |
| Media Trust          | 373,000 Class A   | 1.7%  |
|                      | 373,000 Class B   | 67.0% |

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(b) Mr. Bryan shares the power to vote and dispose of the shares listed for the Revocable Trust with his two sisters, who are also trustees. Mr. Bryan is the sole trustee and has the sole power to vote and dispose of the shares held by the Media Trust. Of the shares listed for Mr. Bryan, he has the sole power to vote and dispose of 482,392 Class A shares (55,200 of which are held in trust) and all of the Class B shares; and shares the power to vote and dispose of 480,000 Class A shares held by two separate trusts, as follows:

| Co-Trustee<br>-----        | Shares<br>----- |
|----------------------------|-----------------|
| Mary Tennant Bryan Perkins | 240,000         |
| Florence Bryan Fowlkes     | 240,000         |

(c) See response in Item 3.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 22, 2000

/s/ J. Stewart Bryan III

-----  
J. Stewart Bryan III

D. TENNANT BRYAN MEDIA TRUST

By: /s/ J. Stewart Bryan III

-----  
J. Stewart Bryan III, Trustee

DAVID TENNANT BRYAN  
REVOCABLE DECLARATION OF  
TRUST

By: /s/ J. Stewart Bryan III

-----  
J. Stewart Bryan III, Trustee

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).