

MEDIA GENERAL INC
Form 4
December 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
SCHAUSS JOHN A

(Last) (First) (Middle)
333 EAST FRANKLIN ST
(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President-Finance and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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)
				(A) or (D)	Code V Amount (D) Price		

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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	-------------------------	--	---	---------------------------------

Edgar Filing: MEDIA GENERAL INC - Form 4

(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)																				
Phantom Stock ⁽¹⁾	\$ 0 12/01/2008	A 473 <u>(2)</u>	<div style="display: flex; justify-content: space-between;"> <div> <table border="0" style="font-size: small;"> <tr> <td style="padding-right: 10px;">Code</td> <td style="padding-right: 5px;">V</td> <td style="padding-right: 10px;">(A)</td> <td style="padding-right: 10px;">(D)</td> <td style="padding-right: 10px;">Date Exercisable</td> <td style="padding-right: 10px;">Expiration Date</td> <td style="padding-right: 10px;">Title</td> <td style="padding-right: 10px;">Amount or Number of Shares</td> <td style="padding-right: 10px;">Amount or Number of Shares</td> <td style="padding-right: 10px;">(Instr. 5)</td> </tr> </table> </div> <div style="border-left: 1px solid black; padding-left: 10px;"> <table border="0" style="font-size: small;"> <tr> <td style="width: 100px;"></td> <td style="text-align: center;">Date</td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> </tr> </table> </div> </div>	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Amount or Number of Shares	(Instr. 5)		Date					Date	Date	Date	Date
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Amount or Number of Shares	(Instr. 5)														
	Date					Date	Date	Date	Date														
			<div style="display: flex; justify-content: space-between;"> <div> </div> <div style="border-left: 1px solid black; padding-left: 10px;"> <table border="0" style="font-size: small;"> <tr> <td style="width: 100px;"></td> <td style="text-align: center;">Date</td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> </tr> </table> </div> </div>		Date					Date	Date	Date	Date										
	Date					Date	Date	Date	Date														
			<div style="display: flex; justify-content: space-between;"> <div> </div> <div style="border-left: 1px solid black; padding-left: 10px;"> <table border="0" style="font-size: small;"> <tr> <td style="width: 100px;"></td> <td style="text-align: center;">Date</td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="width: 100px;"></td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> <td style="text-align: center;">Date</td> </tr> </table> </div> </div>		Date					Date	Date	Date	Date										
	Date					Date	Date	Date	Date														

Reporting Owners

Reporting Owner Name / Address	Relationships			
Director	10% Owner	Officer	Other	Other
SCHAUSS JOHN A 333 EAST FRANKLIN ST RICHMOND, VA 23219			Vice President-Finance and CFO	

Signatures

/s/ John A. Schauss, by George L. Mahoney, 12/02/2008
 Attorney-in-fact Date

__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) Units acquired under Company deferred compensation plan, final balance of which is distributed upon employee's termination of service.
 - (2) Upon retirement, employee has several options as to the timing of payout.
 - (3) Additionally, 27,800 non-derivative Class A common shares are held directly.
- 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.