

PENTON MEDIA INC  
Form 4  
February 05, 2007

**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 \*  
NUSSBAUM DAVID B

(Last) (First) (Middle)

PENTON MEDIA, INC., 1300  
EAST 9TH STREET

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PENTON MEDIA INC [PTON:OB]

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

02/01/2007

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)

Chief Executive Officer

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, par value, \$0.01 per share | 02/01/2007                           |  | D                              |   | 23,492  | D  | \$ 0.8058<br>(1)   |

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

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SEC 1474  
(9-02)

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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 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option - Right to Buy                | \$ 6.89  | 02/01/2007                           |  | D                              | 50,000  | <u>(2)</u> 11/16/2011                                    | Common Stock  | 50,000                        |
| Stock Option - Right to Buy                | \$ 24.1  | 02/01/2007                           |  | D                              | 25,000  | <u>(2)</u> 02/06/2011                                    | Common Stock  | 25,000                        |
| Stock Option - Right to Buy                | \$ 22.9375   | 02/01/2007                           |  | D                              | 20,000  | <u>(2)</u> 02/01/2010                                    | Common Stock  | 20,000                        |
| Stock Option - Right to Buy                | \$ 21.5  | 02/01/2007                           |  | D                              | 13,500  | <u>(2)</u> 01/27/2009                                    | Common Stock  | 13,500                        |
| Stock Option - Right to Buy                | \$ 16.225  | 02/01/2007                           |  | D                              | 25,000  | <u>(2)</u> 08/07/2008                                    | Common Stock  | 25,000                        |
| Stock Option - Right to Buy                | \$ 0.37  | 02/01/2007                           |  | D                              | 50,000  | <u>(3)</u> 02/24/2013                                    | Common Stock  | 50,000                        |
| Stock Option - Right to Buy                | \$ 0.9   | 02/01/2007                           |  | D                              | 70,000  | <u>(2)</u> 02/03/2014                                    | Common Stock  | 70,000                        |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director      10% Owner      Officer      Other

NUSSBAUM DAVID B  
PENTON MEDIA, INC.  
1300 EAST 9TH STREET  
CLEVELAND, OH 44114

X

Chief  
Executive  
Officer

## Signatures

David B.  
Nussbaum

02/05/2007

\*\*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).

Disposed of pursuant to the Agreement and Plan of Merger dated as of November 1, 2006, by and among Prism Business Media

- (1) Holdings, Inc., Prism Acquisition Co. and Penton Media, Inc. (the "Merger Agreement") in exchange for a cash payment of \$0.8058 per share.
- (2) Pursuant to the Merger Agreement, these options were cancelled.
- (3) Pursuant to the Merger Agreement, these options were cancelled in exchange for a cash payment representing the number of options multiplied by the excess of the merger consideration of \$0.8058 per share over the exercise price per share of each option.

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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