

Edgar Filing: MEDIA GENERAL INC - Form 4

[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 (mm/dd/yy)	2A. Deemed Execution Date, if any, (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	1/31/03	1/31/02	C		760	D	(1)	4
Class A Common Stock								5
Class A Common Stock								2
Class A Common Stock								2

* If the Form is filed by more than one Reporting Person, see Instruction 4(b) (v).

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

(1) Reports the final distribution from testamentary trust. The trust shares not reported by Mr. Bryan were distributed to his sisters, as to which he disclaims any pecuniary interest.

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and Amount or Number of Shares)
Class B C.S.	(1)	1/31/03	1/31/03		C 760		Class A C.S. 760

Class B C.S							

Phantom Stock Units							

(1) The transactions reported are the result of private exchanges of Class A shares for an equal of Class B shares, exempt under Rule 16b-6.

Explanation of Responses:

/s/ J. Stewart Bryan III, by George L. Mahoney, Attorney-in-fact 2/4/03

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

