

MEREDITH CORP
Form 4
February 04, 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

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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 *
ZIESER JOHN S

(Last) (First) (Middle)

1716 LOCUST STREET

(Street)

DES MOINES, IA 50309-3023

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEREDITH CORP [MDP]

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2008

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 Development 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 (Restricted) (\$1 par value) ⁽¹⁾	02/03/2008		D ⁽²⁾		181	D	\$ 0 6,326
Common Stock (\$1 par value)						D	276
Common Stock (\$1 par value) ⁽³⁾						I	12,661

by
Managed
Account

Common
Stock (\$1 par
value) ⁽⁴⁾ 1,856 I by Spouse

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock equivalent units	\$ 0	02/03/2008		A ⁽²⁾	181	08/08/1988	08/08/1988	Common Stock (\$1 par value) ⁽⁵⁾	181
Non-Qualified Stock Option (right to buy) ⁽⁶⁾	\$ 28.0625					08/09/2008	08/08/2010	Common Stock (\$1 par value)	12,000
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 28.0625					08/09/2001	08/09/2010	Common Stock (\$1 par value)	18,000
Non-Qualified Stock Option (right to buy) ⁽⁸⁾	\$ 33.1563					08/12/2000	08/10/2009	Common Stock (\$1 par value)	6,000
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 33.1563					08/11/2000	08/11/2009	Common Stock (\$1 par value)	18,000
Non-Qualified Stock Option	\$ 34.8					08/08/2002	08/08/2011	Common Stock (\$1	22,500

(right to buy) <u>(7)</u>					par value)
Non-Qualified Stock Option (right to buy) <u>(7)</u>	\$ 37.1563		02/01/2000	02/01/2009	Common Stock (\$1 par value) 18,000
Non-Qualified Stock Option (right to buy) <u>(7)</u>	\$ 39.05		08/13/2003	08/13/2012	Common Stock (\$1 par value) 25,000
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 46.165		08/12/2006	08/12/2013	Common Stock (\$1 par value) 30,000
Non-Qualified Stock Option (right to buy) <u>(10)</u>	\$ 46.165		08/12/2011	08/13/2013	Common Stock (\$1 par value) 30,000
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 46.21		08/08/2009	08/08/2016	Common Stock (\$1 par value) 20,000
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 49.1		08/09/2008	08/09/2015	Common Stock (\$1 par value) 20,000
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 49.97		08/10/2007	08/10/2014	Common Stock (\$1 par value) 40,000
Non-Qualified Stock Option (right to buy) <u>(9)</u>	\$ 53.9		08/07/2010	08/07/2017	Common Stock (\$1 par value) 20,000
Restricted stock units <u>(11)</u>	\$ 0		08/08/1988	08/08/1988	Common Stock (\$1 par value) 10,330

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIESER JOHN S 1716 LOCUST STREET			Chief Development Officer	

DES MOINES, IA 50309-3023

Signatures

John S. Zieser

02/04/2008

 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) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (2) Disposition to the Issuer of shares of vesting restricted stock the reporting person elected to have Meredith convert to stock equivalent units, exempt pursuant to Rule 16a-13.
- (3) Shares held in reporting person's IRA account; Meredith Corp. Savings & Investment Plan account; and Employee Stock Purchase Plan account, upon all of which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).
- (4) Shares purchased by spouse for her own account and the children's custodial accounts.
Stock equivalents issued pursuant to Meredith Corp.'s Deferred Compensation Plan or Stock Incentive Plan which will be converted to
- (5) Common Stock (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corp. employment.
This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full August 9, 2008.
- (6) Graduated percentages of the option, however, will become exercisable August 13, 2003, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (7) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.
This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full February 12, 2007.
- (8) Graduated percentages of the option, however, will become exercisable August 12, 2000, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (9) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.
This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full on August 12, 2011. Graduated percentages of the option, however, will become exercisable on August 12, 2006, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (10) Restricted stock units (granted pursuant to Meredith Corp.'s Stock Incentive Plan), which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of specified EPS growth targets and the completion of a three-year period of service.
- (11)

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.