MEREDITH CORP
Form 4
May 14, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY FREDERICK B

(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)
05/13/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ($1 par value) (1)	05/13/2008		S		100	D	$ 34.34	55,914	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008		S		100	D	$ 34.32	55,814	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008		S		100	D	$ 34.31	55,714	I	by Trust

Common Stock ($1 par value) (1)	05/13/2008	S	200	D	$ 34.21	55,514	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	800	D	$ 34.2	54,714	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	1,500	D	$ 34.19	53,214	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	100	D	$ 34.18	53,114	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	500	D	$ 34.17	52,614	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	200	D	$ 34.15	52,414	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	300	D	$ 34.14	52,114	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	300	D	$ 34.13	51,814	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	200	D	$ 34.11	51,614	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	300	D	$ 34.1	51,314	I	by Trust
Common Stock ($1 par value) (1)	05/13/2008	S	300	D	$ 34.09	51,014	I	by Trust
	05/13/2008	S	300	D		50,714	I	by Trust

Common Stock ($1 par value) [(1)]					$ 34.08			
Common Stock ($1 par value) [(1)]	05/13/2008	S	500	D	$ 34.07	50,214	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	300	D	$ 34.06	49,914	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	300	D	$ 34.05	49,614	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	300	D	$ 34.04	49,314	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	100	D	$ 34.03	49,214	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	100	D	$ 34.02	49,114	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	300	D	$ 34.01	48,814	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	200	D	$ 34	48,614	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	1,000	D	$ 33.99	47,614	I	by Trust
Common Stock ($1 par value) [(1)]	05/13/2008	S	100	D	$ 33.97	47,514 [(2)]	I	by Trust
						402,625	I	by Trust

Class B Common Stock ($1 par value) (1)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (3)	$ 49.75							11/11/2004	11/11/2013	Common Stock ($1 par value)	2,000
Non-Qualified Stock Option (right to buy) (3)	$ 50.28							11/09/2006	11/09/2015	Common Stock ($1 par value)	6,000
Non-Qualified Stock Option (right to buy) (3)	$ 51.975							11/09/2005	11/09/2014	Common Stock ($1 par value)	6,000
Non-Qualified Stock Option (right to buy) (3)	$ 52.87							11/09/2007	11/09/2016	Common Stock ($1 par value)	6,000
Non-Qualified Stock Option (right to buy)	$ 59.98							11/08/2008	11/08/2017	Common Stock ($1 par value)	6,000

(4)

Stock equivalent units	$ 0		08/08/1988	08/08/1988	Common Stock ($1 par value) (5)	1,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY FREDERICK B 1716 LOCUST STREET DES MOINES, IA 50309-3023	X			

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Frederick B. Henry	05/14/2008
**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 held at Bankers Trust Co., Citigroup Trust SD, and Wells Fargo Bank in various Trusts for the benefit of the reporting person and his immediate family. The reporting person is Co-Trustee and has or shares in voting and dispositive power. Except to the extent of the reporting person's pecuniary interest, the reporting person disclaims beneficial ownership.

(2) This column reports total shares beneficially owned (the Common Stock is less by 5,036 shares and the Class B Common Stock is greater by 5,036 shares) which were reported on October 29, 2007, as a conversion from Class B Common Stock to Common Stock which never occurred.

(3) This option was awarded pursuant to the Meredith Corp. Stock Plan for Non-employee Directors, becomes exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.

(4) This option was awarded pursuant to the Meredith Corp. 2004 Stock Incentive Plan, becomes exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.

(5) Stock equivalents issued pursuant to Meredith Corp.'s 2002 Stock Plan for Non-employee Directors (the "Plan"), which will be converted to Common Stock ($1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of service on the Meredith Board of Directors. Quarterly dividends are accrued in the form of additional stock equivalents. Data in this footnote would normally appear in the Title, Exercisable Date, and Price columns.

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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