

MEDIA GENERAL INC
Form 4
December 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
MORTON MARSHALL N

(Last) (First) (Middle)

333 EAST FRANKLIN STREET

(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)
12/19/2014

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)
Vice Chairman

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 (Instr. 4)
				(A) or (D)	Price		
Voting Common Stock (no par value)	12/19/2014		D	150,072	D	0	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 32.5	12/19/2014		D	8,000	(2) 12/31/2015	Voting Common Stock (no par value)	8,000
Employee Stock Option (right to buy)	\$ 63.18	12/19/2014		D	24,700	(3) 01/27/2015	Voting Common Stock (no par value)	24,700
Employee Stock Option (right to buy)	\$ 49.66	12/19/2014		D	52,300	(4) 01/26/2016	Voting Common Stock (no par value)	52,300
Deferred Stock Units	(1) (5)	12/19/2014		A	10,000	(1)(5) (1)(5)	Voting Common Stock (no par value)	10,000
Deferred Stock Units	(1) (5)	12/19/2014		D	10,000	(1)(5) (1)(5)	Voting Common Stock (no par value)	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTON MARSHALL N 333 EAST FRANKLIN STREET RICHMOND, VA 23219	X			Vice Chairman

Signatures

/s/ Marshall N. Morton, by Andrew C. Carington,
Attorney-in-fact

12/23/2014

__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).

On December 19, 2014, Media General, Inc. ("Media General", formerly Mercury New Holdco, Inc.), MGOC, Inc. ("MGOC", formerly Media General, Inc.) and Lin Media LLC ("Lin") consummated a business combination transaction (the "Merger") as a result of which MGOC, Inc. and Lin Media LLC each became a direct wholly owned subsidiary of Media General. Pursuant to the Merger, (i) each share

- (1) of voting common stock of MGOC was converted into one share of voting common stock of Media General ("Voting Common Stock") and (ii) each share representing a limited liability company interest in Lin was converted into 1.4714 shares of Voting Common Stock. Equity-based awards granted pursuant to MGOC plans and Lin plans that were outstanding immediately prior to the Merger were converted into awards in respect of Voting Common Stock at the closing of the Merger.
- (2) Options were granted under the Media General, Inc. 1987 Non-Qualified Stock Option Plan, which are set to expire on 12/31/2015.
- (3) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.
- (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.

Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock. Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock. Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock.

- (5) Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock. Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock.

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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