

PRIMEDIA INC
Form 3
December 20, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mayfield Arlene | | (Month/Day/Year) | PRIMEDIA INC [PRM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3585 ENGINEERING DRIVE,Â SUITE 100 | | 12/12/2007 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NORCROSS,Â GAÂ 30092 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Senior Vice President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 222.3718 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 07/28/2009 | Common Stock | 125 (2) | \$ 93.375 (2) | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 10/05/2011 | Common Stock | 124 (2) | \$ 11.1 (2) | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 12/02/2008 | Common Stock | 1,666 (2) | \$ 17.4 (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mayfield Arlene 3585 ENGINEERING DRIVE SUITE 100 NORCROSS, GA 30092 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ ARLENE
MAYFIELD

12/20/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Under the terms of the PRIMEDIA 1992 Stock Purchase and Option Plan, as amended (the "Plan"), granted options vested in five annual installments beginning July 28, 2000, and may be exercised (to the extent vested) beginning on such vesting date and continuing to July 27, 2009.

(2) Reflects a 1-for-6 reverse stock split which became effective on August 1, 2007.

(3) Under the terms of the Plan, granted options vested in four annual installments beginning October 5, 2002, and may be exercised (to the extent vested) beginning on such vesting date and continuing to October 4, 2011.

(4) Under the terms of the Plan, granted options vested in three annual installments beginning December 2, 2004, and may be exercised (to the extent vested) beginning on such vesting date and continuing to December 1, 2008.

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.