MEREDITH CORP

Form 4 May 14, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

MEREDITH CORP [MDP]

Symbol

1(b).

(Print or Type Responses)

ZIESER JOHN S

1. Name and Address of Reporting Person *

may continue.

(Last)	(First)	(Middle)	3. Date of Earliest	t Transa	ctio	n						
			(Month/Day/Year)					_ Director	10% O	wner	
1716 LOCUST STREET			03/24/2010					X Officer (give title Other (specify				
			00,2 ,, 2010					belov	*	below)		
									Chief Devel	opment Office	er	
(Street)			4. If Amendment, Date Original				6. In	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Y	(ear)					cable Line)			
									Form filed by One			
DES MOINES, IA 50309-3023							Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I. No.	Dani	4 •	C	• 4		Discussed of an	D C .: . U	O d	
• • • • • • • • • • • • • • • • • • • •	` /	\ 1/	Table 1 - No	n-Deriv	auv	e Securit	ies Ac	quirea	, Disposed of, or	вененскану	Ownea	
1.Title of Security	2. Trans	saction Date	2A. Deemed	3.		4. Securi			5. Amount of	6.	7. Nature of	
(Instr. 3)	(Month	/Day/Year)	Execution Date, if		actio	nAcquired			Securities	Ownership	Indirect	
			any	Code		Disposed			Beneficially	Form:	Beneficial	
			(Month/Day/Year)	(Instr.	8)	(Instr. 3,	4 and	5)	Owned	Direct (D)	Ownership	
									Following	or Indirect	(Instr. 4)	
							(A)		Reported Transaction(s)	(I) (Instr. 4)		
							or		(Instr. 3 and 4)	(IIISu. 4)		
				Code	V	Amount	(D)	Price	(Ilisti. 5 and 4)			
Common Stock											by	
	03/2/1	2010		G	V	290	D	\$0	12,746	I	Managed	
(\$1 par value) (1	1)										Account	
											110000	
Common Stock									1,821	D		
(\$1 par value) (1	1)								1,021	D		
G G 1												
Common Stock									1,856	I	by	
(\$1 par value) (2	<u>2)</u>								1,000	•	Spouse	
Common Stock												
									16 100	Ъ		
(Restricted) (\$1									16,100	D		
par value) (3)												
									10,000	D		
									10,000	D		

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Common Stock (Restricted-ROE) (\$1 par value) (4)

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

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.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 28.6					08/11/2012	08/11/2019	Common Stock (\$1 par value)	75,000
Non-Qualified Stock Option (right to buy)	\$ 29.23					08/12/2011	08/12/2021	Common Stock (\$1 par value)	65,000
Non-Qualified Stock Option (right to buy)	\$ 34.8					08/08/2002	08/08/2011	Common Stock (\$1 par value)	22,500
Non-Qualified Stock Option (right to buy)	\$ 39.05					08/13/2003	08/13/2012	Common Stock (\$1 par value)	25,000
Non-Qualified Stock Option (right to buy)	\$ 46.165					08/12/2006	08/12/2013	Common Stock (\$1 par value)	30,000
	\$ 46.165					08/12/2011	08/13/2013		30,000

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Non-Qualified Stock Option (right to buy)				Common Stock (\$1 par value)	
Non-Qualified Stock Option (right to buy)	\$ 46.21	08/08/2009	08/08/2016	Common Stock (\$1 par value)	20,000
Non-Qualified Stock Option (right to buy)	\$ 49.1	08/09/2008	08/09/2015	Common Stock (\$1 par value)	20,000
Non-Qualified Stock Option (right to buy)	\$ 49.97	08/10/2007	08/10/2014	Common Stock (\$1 par value)	40,000
Non-Qualified Stock Option (right to buy)	\$ 53.9	08/07/2010	08/07/2017	Common Stock (\$1 par value)	20,000
Restricted stock units (8)	\$ 0	08/08/1988	08/08/1988	Common Stock (\$1 par value)	7,000
Stock equivalent units	\$ 0	08/08/1988	08/08/1988	Common Stock (\$1 par value)	12,389

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

ZIESER JOHN S

1716 LOCUST STREET Chief Development Officer

DES MOINES, IA 50309-3023

Signatures

JOHN S. ZIESER 05/14/2010

**Signature of Date Reporting Person

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).

Reporting Owners 3

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- (1) Shares held by the reporting person in street name.
- (2) Shares purchased by spouse for her own account and the children's custodial accounts.
- (3) 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.
- Restricted stock granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of the ROE criteria specified in the award agreement and the completion of a three-year period of service.
- (5) 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.
- (6) 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 on August 12, 2011.
- (7) 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.
- Restricted stock units granted pursuant to Meredith Corp.'s 2004 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.

 Quarterly dividends are accrued in the form of additional restricted stock units. Number of restricted stock units has been reduced based on performance results. Reporting person has elected deferral until retirement or termination of employment.
- Stock equivalents issued pursuant to Meredith Corp.'s Deferred Compensation Plan or Stock Incentive Plan which will be converted to 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.

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.