

AMERICAN GREETINGS CORP
Form 4
April 02, 2008

FORM 4

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

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).

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 *
WILLENSKY STEVEN S

2. Issuer Name and Ticker or Trading Symbol
AMERICAN GREETINGS CORP
[AM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE AMERICAN ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

CLEVELAND, OH 44144

(City) (State) (Zip)

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

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)
Class A Common Shares				(A) or (D) Price	18,000	D	
Class A Common Shares				(A) or (D) Price	3,291.4 ⁽¹⁾	I	by Profit Shar. Plan

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.51	03/31/2008		D ⁽²⁾	22,000	<u>(2)</u>	05/03/2014	Class A Common Shares	22,000
Stock Option	\$ 22.65	03/31/2008		D ⁽³⁾	40,250	<u>(3)</u>	05/15/2016	Class A Common Shares	40,250
Stock Option	\$ 22.82	03/31/2008		D ⁽⁴⁾	13,000	<u>(4)</u>	07/26/2014	Class A Common Shares	13,000
Stock Option	\$ 24.73	03/31/2008		D ⁽⁵⁾	35,000	<u>(5)</u>	05/16/2015	Class A Common Shares	35,000
Stock Option	\$ 25.57	03/31/2008		D ⁽⁶⁾	35,000	<u>(6)</u>	05/02/2017	Class A Common Shares	35,000
Stock Option	\$ 20.51	03/31/2008		A ⁽²⁾	22,000	<u>(2)</u>	04/30/2011 ⁽⁷⁾	Class A Common Shares	22,000
Stock Option	\$ 22.65	03/31/2008		A ⁽³⁾	40,250	<u>(3)</u>	04/30/2011 ⁽⁷⁾	Class A Common Shares	40,250
Stock Option	\$ 22.82	03/31/2008		A ⁽⁴⁾	13,000	<u>(4)</u>	04/30/2011 ⁽⁷⁾	Class A Common Shares	13,000
Stock Option	\$ 24.73	03/31/2008		A ⁽⁵⁾	35,000	<u>(5)</u>	04/30/2011 ⁽⁷⁾	Class A Common Shares	35,000
Stock Option	\$ 25.57	03/31/2008		A ⁽⁶⁾	35,000	<u>(6)</u>	04/30/2011 ⁽⁷⁾	Class A Common Shares	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLENSKY STEVEN S ONE AMERICAN ROAD CLEVELAND, OH 44144			Senior Vice President	

Signatures

Christopher W. Haffke, Power of Attorney for Steven S. Willensky 04/02/2008

__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) Represents Class A common shares allocated to the Reporting Person's account as of February 29, 2008, in the American Greetings Retirement Profit Sharing and Savings Plan reflecting the Reporting Person's interest in common shares held in such plan.
The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on May 3, 2004, and provides for vesting in two equal annual installments commencing May 3, 2005.
- (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on May 15, 2006, and provides for vesting in two equal annual installments commencing May 15, 2007.
- (3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on July 26, 2004, and provides for vesting in two equal annual installments commencing July 26, 2005.
- (4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on May 16, 2005, and provides for vesting in two equal annual installments commencing May 16, 2006.
- (5) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on May 2, 2007, and provides for vesting in two equal annual installments commencing May 2, 2008.
- (6) Pursuant to a retirement agreement dated March 31, 2008, between Mr. Willensky and American Greetings, Mr. Willensky's options will continue to vest and be exercisable until April 30, 2011, rather than terminate on April 30, 2008 (his date of separation) with respect to unvested options and 90 days from his date of separation with respect to vested options.
- (7)

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.