NELSON DEAN B

Form 4

February 25, 2010

FORM 4

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

OMB APPROVAL

OMB
3235-0287

Number: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * NELSON DEAN B			2. Issuer Name and Ticker or Trading Symbol PRIMEDIA INC [PRM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheek all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
C/O CAPSTONE CONSULTING			02/23/2010	_X_ Officer (give title Other (specify below)			
LLC, 9 WEST 57TH ST. #1660				Chairman			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW YORK	K, NY 1001	9		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (.	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
		, <u>.</u> ,	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	02/23/2010		D	40,000 (1)	D	\$0	282,270	D			
Common Stock	02/23/2010		D	20,000 (2)	D	\$0	262,270	D			
Common Stock	02/23/2010		A	33,000 (3)	A	\$0	295,270	D			
Common Stock	02/23/2010		A	17,120 (4)	A	\$0	312,390	D			

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

(7:m)

(State)

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Ni	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NELSON DEAN B C/O CAPSTONE CONSULTING LLC 9 WEST 57TH ST. #1660 NEW YORK, NY 10019

X

Chairman

Signatures

/s/ KRISTI O. CRAWFORD, as Attorney-in-Fact (See Power of Attorney)

02/25/2010

**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) Forfeiture of grant of performance-based restricted stock under the Company's Long-Term Incentive Plan applicable to the 2009 calendar year.
- (2) Forfeiture of supplemental grant of performance-based restricted stock under the Company's Long-Term Incentive Plan applicable to the 2009 calendar year.
- (3) Grant of restricted stock which vests fifty percent (50%) on March 31, 2010 and fifty percent (50%) on March 31, 2011, provided, that the reporting person remains employed with the Company through each such date.
- (4) Supplemental grant of performance-based restricted stock under the Company's Long-Term Incentive Plan applicable to the 2010 calendar year.

Reporting Owners 2

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