

MEREDITH CORP
Form 4/A
August 22, 2013

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 *
HENRY FREDERICK B

(Last) (First) (Middle)

1716 LOCUST STREET

(Street)

DES MOINES, IA 50309-3023

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEREDITH CORP [MDP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock (\$1 par value) ⁽¹⁾	08/15/2013		M		3,615	A	\$ 26.55
Common Stock (\$1 par value) ⁽¹⁾	08/15/2013		M		6,000	A	\$ 18.56
Common Stock (\$1 par value) ⁽¹⁾	08/15/2013		S		5,007	D	\$ 44.951 ⁽²⁾
Common Stock (Restricted)							3,293

(\$1 par value) ⁽³⁾									
Common Stock (\$1 par value)						38,214	I		Held by family Trusts
Class B Common Stock (\$1 par value)						366,821	I		Held by family Trusts
Common Stock (\$1 par value) ⁽¹⁾	08/15/2013		F	4,608	D	\$ 45	0	D	

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

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(9-02)

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 of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$ 26.55	08/15/2013		M	3,615	11/09/2012 11/09/2021	Common Stock (\$1 par value)	3,615	
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$ 18.56	08/15/2013		M	6,000	11/06/2009 11/06/2018	Common Stock (\$1 par value)	6,000	
Stock equivalent units ⁽⁵⁾	\$ 0					08/08/1988 08/08/1988	Common Stock (\$1 par value)	1,920	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY FREDERICK B 1716 LOCUST STREET DES MOINES, IA 50309-3023		X		

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Frederick B. Henry

08/22/2013

__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) Shares held by the reporting person in street name.
Henry, Frederick B.: The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.88 to \$45.05, inclusive. The reporting person undertakes to provide Meredith, any securityholder of Meredith Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (2) to this Form 4.
- (2) This restricted stock was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan. The shares are subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year for three years commencing on the first anniversary of the grant date.
- (3) Nonqualified stock options awarded pursuant to the Meredith Corporation 2004 Stock Incentive Plan, which become exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, expire on the tenth anniversary of the grant date, and have exercise prices as specified in each award agreement.
- (4) Stock equivalents issued pursuant to the Meredith Corporation 2004 Stock Incentive Plan (the "Plan"), which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of service on the Meredith Board of Directors. Quarterly dividends are accrued in the form of additional stock equivalents.
- (5)

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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