

MEREDITH CORP  
Form 4  
November 14, 2014

**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)  
11/12/2014

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
|                                                          |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                                                 |
| Class B Common Stock (\$1 par value)                     |                                      |                                                    |                                |                                                                   | 366,821                                                                                       | I                                                        | Held by family Trusts                                           |
| Common Stock (\$1 par value) <sup>(1)</sup>              |                                      |                                                    |                                |                                                                   | 39,664                                                                                        | D                                                        |                                                                 |
| Common Stock (Restricted) (\$1 par value) <sup>(2)</sup> | 11/12/2014                           |                                                    | A                              | 977 A \$ 0                                                        | 2,130                                                                                         | D                                                        |                                                                 |



## Edgar Filing: MEREDITH CORP - Form 4

- Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety
- (3) on the third anniversary of the grant date, expires on the 10th anniversary of the grant date, and has an exercise price as specified in the award agreement.

- Stock equivalents issued pursuant to the Meredith Corporation 2014 Stock Incentive Plan (the "Plan"), which will be converted to
- (4) 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.

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.