

PRIMEDIA INC
Form 3
November 02, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Aster Steve | | (Month/Day/Year) | PRIMEDIA INC [PRM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/24/2005 | | |
| C/O PRIMEDIA INC.,Â 745 | | | (Check all applicable) | |
| FIFTH AVENUE | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Senior Vice President | |
| NEW YORK,Â NYÂ 10151 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,000 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------|--------------------|--------------|----------------------------------|------------|----------------------------------|---|
| Stock Options (Right to Buy) | Â (1) | 06/26/2010 | Common Stock | 20,000 | \$ 18.0625 | D | Â |
| Stock Options (Right to Buy) | Â (2) | 10/05/2011 | Common Stock | 7,500 | \$ 1.85 | D | Â |
| Stock Options (Right to Buy) | Â (3) | 07/01/2012 | Common Stock | 9,000 | \$ 4 | D | Â |
| Stock Options (Right to Buy) | Â (4) | 07/01/2012 | Common Stock | 9,000 | \$ 5 | D | Â |
| Stock Options (Right to Buy) | Â (5) | 07/01/2012 | Common Stock | 3,000 | \$ 6 | D | Â |
| Stock Options (Right to Buy) | Â (6) | 07/01/2012 | Common Stock | 9,000 | \$ 6 | D | Â |
| Stock Options (Right to Buy) | Â (7) | 12/02/2008 | Common Stock | 40,000 | \$ 2.9 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Aster Steve C/O PRIMEDIA INC. 745 FIFTH AVENUE NEW YORK, NY 10151 | Â | Â | Â Senior Vice President | Â |

Signatures

| | |
|------------------------------------|------------|
| Steve Aster | 11/01/2005 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Option originally granted on June 26, 2000. All options are fully vested as of the date hereof.
- (2) Option originally granted on October 5, 2001. All options are fully vested as of the date hereof.
- (3) Options vest on an equal pro rata basis at the end of each of the 48 calendar months commencing on July 1, 2002. As of the end hereof, 7,313 options are vested.
- (4) Options become exercisable in 2010.
- (5) Options become exercisable in 2010, unless 2005 acceleration targets (as set forth in an agreement between PRIMEDIA and the Reporting Person) are met in which case the options will vest at the end of 2005.
- (6) Options become exercisable in 2010.
- (7)

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The option is exercisable in three installments of one-third each beginning December 3, 2004. As of the date hereof, 13,333 shares vested and were exercised and 26,667 remain outstanding and unvested.

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Remarks:

ExhibitÂ ListÂ Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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