MEREDITH CORP

Form 4

October 30, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

Stock

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * HENRY FREDERICK B | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|--------------|----------|--|---|--|--|--|
| | | | MEREDITH CORP [MDP] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 1716 LOCUST STREET | | , | (Month/Day/Year) 10/28/2013 | _X_ Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| DES MOINE | ES. TA 50309 | 9-3023 | | r c med cy more than one reporting | | | |

Person

DES MOINES, IA 50309-3023

| (City) | (State) (Z | Table | I - Non-De | rivative S | ecurit | ies Acqui | red, Disposed of, | , or Beneficial | ly Owned |
|---|---|-------|--|--------------------------------|------------------|-------------|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | 3. Transactic Code (Instr. 8) | 4. Securion(A) or D (Instr. 3, | ispose | d of (D) | Securities C Beneficially F Owned D | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| Common Stock (\$1 par value) (1) | 10/28/2013 | | M | 2,000 | A | \$ 49.75 | 2,000 | D | |
| Common Stock (\$1 par value) (1) | 10/28/2013 | | F | 1,927 | D | \$ 51.65 | 38,287 | D | |
| Class B Common Stock (\$1 par value) | | | | | | | 366,821 | I | Held by family Trusts |
| Common | | | | | | | 3,293 | D | |

(Restricted) (\$1 par value) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8) | 5. Number op for 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 Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|--|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Non-Qualified Stock Option (right to buy) | \$ 49.75 | 10/28/2013 | | M | 2,000 | 11/11/2004 | 11/11/2013 | Common Stock (\$1 par value) | 2,0 |
| Stock equivalent units (4) | \$ 0 | | | | | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 1,93 |

Reporting Owners

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

Signatures

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

10/29/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- 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) This option was awarded pursuant to the Meredith Corporation 2004 Stock Incentive Plan, becomes exercisable 1/3 per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.
 - Stock equivalents issued pursuant to the Meredith Corporation 2004 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.