

MEREDITH CORP
Form 4/A
August 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
LACY STEPHEN M

(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)
08/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
08/14/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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) <u>(1)</u> | 08/12/2013 | | M | | 100,000 | A | \$ 32.85 |
| Common Stock (\$1 par value) <u>(1)</u> | 08/12/2013 | | F | | 83,928 | D | \$ 47.75 |
| Common Stock (\$1 par value) <u>(1)</u> | 08/12/2013 | | S | | 16,072 | D | \$ 48.0198 <u>(2)</u> |

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| | | | | | | | | |
|--|------------|---|--------|---|-----------------------|--------|---|--------------------|
| Common Stock (\$1 par value) <u>(1)</u> | 08/12/2013 | F | 12,124 | D | \$ 48.2 | 12,876 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 08/13/2013 | S | 9,620 | D | \$ 48.1026 <u>(3)</u> | 3,256 | D | |
| Common Stock (\$1 par value) <u>(4)</u> | | | | | | 11,203 | I | by Managed Account |
| Common Stock (\$1 par value) <u>(5)</u> | | | | | | 9,274 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 08/14/2013 | S | 3,256 | D | \$ 47.429 <u>(6)</u> | 0 | D | |
| Common Stock (Restricted) (\$1 par value) <u>(7)</u> | 08/13/2013 | A | 20,000 | A | \$ 0 | 87,638 | D | |

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

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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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) <u>(8)</u> | \$ 32.85 | 08/12/2013 | | M | 100,000 | 08/12/2006 | 08/12/2013 | Common Stock (\$1 par value) |

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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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