

FRAZIER MEREDITH D MELL
 Form 4
 December 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 FRAZIER MEREDITH D MELL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1716 LOCUST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2017

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

DES MOINES, IA 50306

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$1.00 per share | 12/15/2017 | | M | | 6,000 | A | \$ 18.56 |
| Common Stock, par value \$1.00 per share | 12/15/2017 | | F | | 1,589 | D | \$ 70.1 |
| Common Stock, par value \$1.00 per share | 12/15/2017 | | M | | 6,000 | A | \$ 28.24 |

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| | | | | | | | | |
|--|------------|---|--------|---|------------------------|-----------------------|---|--------|
| Common Stock, par value \$1.00 per share | 12/15/2017 | F | 2,418 | D | \$ 70.1 | 7,993 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | M | 6,000 | A | \$ 34.1 | 13,993 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | F | 2,919 | D | \$ 70.1 | 11,074 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | M | 10,845 | A | \$ 26.55 | 21,919 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | F | 4,108 | D | \$ 70.1 | 17,811 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | M | 8,100 | A | \$ 32.32 | 25,911 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | F | 3,735 | D | \$ 70.1 | 22,176 | D | |
| Common Stock, par value \$1.00 per share | 12/15/2017 | S | 22,176 | D | \$ 69.85 <u>(1)</u> | 0 | D | |
| Common Stock, par value \$1.00 per share | | | | | | 15,024 ⁽²⁾ | I | Trusts |
| Common Stock, par value \$1.00 per share | | | | | | 1,695 | I | 401(k) |

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

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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. 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 18.56 | 12/15/2017 | | M | 6,000 | <u>(3)</u> 11/06/2018 | Common Stock | 6,000 |
| Stock Option | \$ 28.24 | 12/15/2017 | | M | 6,000 | <u>(4)</u> 11/08/2019 | Common Stock | 6,000 |
| Stock Option | \$ 34.1 | 12/15/2017 | | M | 6,000 | <u>(5)</u> 11/03/2020 | Common Stock | 6,000 |
| Stock Option | \$ 26.55 | 12/15/2017 | | M | 10,845 | <u>(6)</u> 11/09/2021 | Common Stock | 10,845 |
| Stock Option | \$ 32.32 | 12/15/2017 | | M | 8,100 | <u>(7)</u> 11/07/2022 | Common Stock | 8,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRAZIER MEREDITH D MELL 1716 LOCUST STREET DES MOINES, IA 50306 | X | X | | |

Signatures

/s/ D. Mell Meredith
Frazier 12/19/2017

__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).

The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$69.45 to \$70.25.

(1) The undersigned undertakes to provide Meredith Corporation ("Meredith"), any security holder of Meredith or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(2) Common stock includes restricted shares and shares held by the reporting person in a street name account.

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- (3) Stock options become exercisable one-third per year over a three-year period beginning on November 6, 2009.
- (4) Stock options become exercisable one-third per year over a three year period beginning on November 5, 2010.
- (5) Stock options become exercisable one-third per year over a three year period beginning on November 3, 2011.
- (6) Stock options become exercisable one-third per year over a three year period beginning on November 9, 2012.
- (7) Stock options become exercisable one-third per year over a three year period beginning on November 7, 2013.

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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