MEREDITH CORP

Form 4

August 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

MEREDITH CORP [MDP]

Symbol

1(b).

(Print or Type Responses)

LACY STEPHEN M

1. Name and Address of Reporting Person *

See Instruction

			MEREDITH CORP [MDP]					(Check all applicable)				
(Last) (First) (Middle) 1716 LOCUST STREET			3. Date of Earliest Transaction (Month/Day/Year) 08/13/2012					_X_ Director 10% Owner X Officer (give title Other (specify below)				
					nth/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person			
DES MOINI						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 (Month/Day/Y	Year) Execu	eemed ation Date, if th/Day/Year)	3. Transacti Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)		
Common Stock (\$1 par value) (1)								10,988	I	by Managed Account		
Common Stock (Restricted) (\$1 par value) (2)	08/13/2012			F	13,758	D	\$ 34.3	90,502	D			
Common Stock (\$1 par value) (3)	08/13/2012			M	150,000	A	\$ 28.6	159,274	D			

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Common

136,041 D \$ 41,475 Stock (\$1 D 08/13/2012

par value) (3)

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A N Sl
Non-Qualified Stock Option (right to buy)	\$ 28.6	08/13/2012		M	150,000	08/11/2012	08/11/2019	Common Stock (\$1 par value)	1

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LACY STEPHEN M

1716 LOCUST STREET X Chairman, President & CEO

DES MOINES, IA 50309-3023

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Stephen M. 08/13/2012 Lacy

**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).
- Shares held in reporting person's IRA and Meredith Corp. Savings & Investment Plan accounts, upon which quarterly dividends are paid **(1)** in the form of additional Common Stock (\$1 par value).
- Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are **(2)** nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.

Reporting Owners 2

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- (3) Shares held by reporting person in a registered account & in street name account with spouse.
- Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety 4) 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
- (4) 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.

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.