

MEREDITH CORP
Form 4
January 31, 2017

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)
01/28/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (Restricted) (\$1 par value) ⁽¹⁾ | 01/28/2017 | | F | | 200 | D | \$ 61.6 |
| Common Stock (Restricted) (\$1 par value) ⁽¹⁾ | 01/28/2017 | | M | | 310 | D | \$ 61.6 |
| Common Stock (\$1 | 01/28/2017 | | M | | 310 | A | \$ 9,584 61.6 |

par value) ⁽²⁾

| | | | | | | | |
|---|------------|---|---------|---|------------|---------|---|
| Common Stock (\$1 par value) ⁽²⁾ | 01/30/2017 | M | 120,000 | A | \$ 53.9 | 129,584 | D |
|---|------------|---|---------|---|------------|---------|---|

| | | | | | | | |
|---|------------|---|---------|---|------------|--------|---|
| Common Stock (\$1 par value) ⁽²⁾ | 01/30/2017 | F | 109,976 | D | \$ 61.7 | 19,608 | D |
|---|------------|---|---------|---|------------|--------|---|

| | | | | | | | | |
|---|--|--|--|--|--|--------|---|--------------------------|
| Common Stock (\$1 par value) ⁽³⁾ | | | | | | 12,217 | I | by Managed Account |
|---|--|--|--|--|--|--------|---|--------------------------|

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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 01/28/2017 | | A | 514 | <u>(4)</u> <u>(4)</u> | Common Stock (\$1 par value) |
| Restricted Stock Units | \$ 0 | 01/28/2017 | | D | 3,524 | <u>(4)</u> <u>(4)</u> | Common Stock (\$1 par value) |
| Non-Qualified Stock Option (right to buy) | \$ 53.9 | 01/30/2017 | | M | 120,000 | 08/07/2010 08/07/2017 | Non-Qualified Stock Option (right to buy) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LACY STEPHEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023 | X | | Chairman and CEO | |

Signatures

By: Kara Brodell, by Power of Attorney For: Stephen M.
Lacy

01/31/2017

__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).
- (1) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (2) Shares held by reporting person in a registered account & in street name accounts (one street name account with spouse).
- (3) Shares held in reporting person's IRA and Meredith Corp. Savings & Investment Plan accounts, upon which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).
- (4) Restricted Stock Units granted pursuant to Meredith Corporation's 2014 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the completion of a five year period of service. Quarterly dividends are paid in cash.

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.