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MEDIA GENERAL INC
Form SC 13D/A
November 15, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENT THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 5) (1)

MEDIA GENERAL, INC.

(Name of Issuer)

CLASS A Common Stock

(Title of Class of Securities)

584404107

(CUSIP Number)

George L. Mahoney, Secretary
333 E. Franklin St.
Richmond, VA 23219
(804) 649-6629

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

October 11, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of (S) (S) 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S) 240.13d-7 for other parties to whom copies are to be sent.

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(Continued on following pages)
(Page 1 of 7 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David Tennant Bryan Revocable Declaration of Trust
54-6440095

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) [X]
(b) []

SEC USE ONLY

3

SOURCE OF FUNDS*

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

UNITED STATES

7 SOLE VOTING POWER
NUMBER OF SHARES NONE

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY NONE

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON NONE

10 SHARED DISPOSITIVE POWER
WITH NONE

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
NONE

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
J. Stewart Bryan III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF-00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

7 SOLE VOTING POWER
NUMBER OF 711,962 SHARES
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 480,000 SHARES

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| | | |
|---|--|--------------------------|
| VIRGINIA | | |
| | | SOLE VOTING POWER |
| NUMBER OF SHARES | 7 | 373,000 SHARES |
| | | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8 | NONE |
| | | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | 9 | 373,000 SHARES |
| | | SHARED DISPOSITIVE POWER |
| | 10 | NONE |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 373,000 SHARES | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | |
| | [] | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 1.65% | |
| 14 | TYPE OF REPORTING PERSON* | |
| | 00 | |

No. 584404107

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This Amendment No. 5 amends and supplements, to the extent indicated, Items 1, 3, 5 and 6 of the statement on, and Amendment No. 4 to, Schedule 13D previously filed by the D. Tennant Bryan Revocable Declaration of Trust (the "Revocable Trust"), J. Stewart Bryan III, and the D. Tennant Bryan Media Trust (the "Media Trust") with respect to Class A Common Stock of Media General, Inc. Defined terms herein have the same meaning as in the original statement on, or Amendments to, Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Since the filing of Amendment 4 to Schedule 13D, shares acquired or disposed of by J. Stewart Bryan III have been primarily in connection with gifts, bequests, and the operation of various Company employee benefit plans, including the grant and exercise of stock options and the purchase of shares under a 401 (k) plan.

The net decrease in ownership percentage reported by the Group in this Amendment 5 is primarily the result of various dispositions of a total of 345,357 shares by the Revocable Trust as final payment of the federal estate taxes imposed upon the death of D. Tennant Bryan, and the distribution of 865,885 Class A shares from the Revocable Trust to third party beneficiaries. There has also been a net increase (as of October 28, 2002) of 221,110 in the number of outstanding Class A shares since the filing of Amendment 4.

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Item 5. Interest in Securities of the Issuer.

(a) The aggregate number and percentage of Class A and Class B Common Stock of Media General, Inc. (based on 22,641,175 Class A Shares and 555,942 Class B shares outstanding as of October 28, 2002) for Mr. Bryan and each trust are as follows:

| | | |
|----------------------|--|------------------|
| Revocable Trust | NONE | 0% |
| J. Stewart Bryan III | 1,191,962 Class A 87,708 Class B (includes 46,076 Class A in the Company 401 (k) plan and 179,433 Class A subject to exercisable options as of October 28, 2002 but does not include shares held by the Media Trust) | 5.26%* 15.78% |
| Media Trust | 373,000 Class A 373,000 Class B | 1.65%* 67.09% |

* The Class A total for J. Stewart Bryan III includes the number of Class B shares held by him, and the Class A shares reported by the Media Trust are equal to the number of Class B shares listed, since Class B shares are convertible into an equal number of Class A shares at the option of the holder.

(b) Mr. Bryan shares the power to vote and dispose of the shares listed for the Revocable Trust with his two sisters, who are also trustees. Mr. Bryan is the sole trustee and has the sole power to vote and dispose of the shares held by the Media Trust. Of the shares listed for Mr. Bryan, he has the sole power to vote and dispose of 711,962 Class A shares (55,200 of which are held in trust) and all of the Class B shares; and shares the power to vote and dispose of 480,000 Class A shares held by two separate trusts, as follows:

| Co-Trustee | Shares |
|----------------------------|---------|
| ----- | ----- |
| Mary Tennant Bryan Perkins | 240,000 |
| Florence Bryan Fowlkes | 240,000 |

(c) See response in Item 3.

Item 6. As reported in Amendment No. 2 to this Schedule 13D, the Revocable Trust entered into a zero-cost collar with Suntrust Bank as to 220,000 shares of Class A, with an expiration date of March 6, 2003, as part of a Credit Agreement to provide funds for the payment of estate taxes incurred upon the death of D. Tennant Bryan. Upon termination of the Revocable Trust (see Item 3), J. Stewart Bryan III has pledged 73,334 Class A shares as collateral under terms of the Credit Agreement.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 28, 2002

/s/ J. STEWART BRYAN III

J. Stewart Bryan III

D. TENNANT BRYAN MEDIA TRUST

By: /s/ J. STEWART BRYAN III

J. Stewart Bryan III, Trustee

DAVID TENNANT BRYAN
REVOCABLE DECLARATION OF
TRUST

By: /s/ J. STEWART BRYAN III

J. Stewart Bryan III, Trustee

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).