MEREDITH CORP

Form 4 July 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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response...

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MEREDITH KATHERINE C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MEREDITH CORP [MDP]

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

Director 10% Owner Other (specify Officer (give title

(Check all applicable)

P.O. BOX 191

(Month/Day/Year) 07/07/2008

below)

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

Code

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

BIG HORN, WY 82833

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired (A) Transaction or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or V Amount (D) Transaction(s) (Instr. 3 and 4)

> Family Limited

(Instr. 4)

I

Stock, par value 07/07/2008 \$1.00 per

Common

share

1.000,000 J(1)(2)(1)(2)

\$ D 39.11 7,200 (1)(2)

Price

(A)

Partnership and Trust (1)

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

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SEC 1474 (9-02)

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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 a 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Contract to Sell (1)	<u>(1)</u> <u>(2)</u>	07/07/2008		J(1)(2)		1,000,000	(1)(2)	(1)(2)	Common Stock	1,000,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MEREDITH KATHERINE C
P.O. BOX 191

Relationships

Officer Other

Signatures

BIG HORN, WY 82833

/s/ Katherine C. 07/07/2008 Meredith

**Signature of Reporting I
Person

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).

Transferred on January 3, 2001 to Meredith Investments, Limited Partnership ("MILP"), a limited partnership in which the reporting

- person and related persons are deemed to hold general partnership and limited partnership interests. In connection with a prepaid variable equity forward contract (the "contract") entered into in January 2003, MILP had pledged 1,000,000 shares of Common Stock to secure its obligations under that agreement which had a maturity date of July 7, 2008. The reporting person disclaims beneficial ownership of the shares except to the extent that she has an economic beneficial interest in MILP.
- On April 3, 2008, the Settlement Price as defined in the contract was determined to be \$39.11 which means that 1,000,000 shares were delivered by MILP at the closing on July 7, 2008. This transaction was exempt pursuant to SEC Rule 16b-6(b).

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.

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