

Cottingham John R  
 Form 3  
 July 09, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Cottingham John R                       |         | (Month/Day/Year)                     | MEDIA GENERAL INC [MEG]                            |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 333 E. FRANKLIN STREET                    |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| RICHMOND,Â VAÂ 23219                      |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | Vice President                                     | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 20,420  | D  | Â   |
| Class A Common Stock            | 4,723   | I  | 401(k) Plan   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                      | Date Exercisable | Expiration Date | Title                   | Amount or Number of Shares | Security       | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|-------------------------|----------------------------|----------------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â <u>(1)</u>     | 01/29/2013      | Class A<br>Common Stock | 5,000                      | \$ 56.025      | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u>     | 01/28/2014      | Class A<br>Common Stock | 5,500                      | \$ 63.23       | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u>     | 01/27/2015      | Class A<br>Common Stock | 6,800                      | \$ 63.18       | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u>     | 01/26/2016      | Class A<br>Common Stock | 11,100                     | \$ 49.66       | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u>     | 01/29/2018      | Class A<br>Common Stock | 18,000                     | \$ 20.3        | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u>     | 01/29/2019      | Class A<br>Common Stock | 12,000                     | \$ 2.16        | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u>     | 01/28/2020      | Class A<br>Common Stock | 5,500                      | \$ 8.9         | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u>     | 01/27/2021      | Class A<br>Common Stock | 5,600                      | \$ 5.2         | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u>     | 01/26/2022      | Class A<br>Common Stock | 7,300                      | \$ 4.98        | D                                     | Â |
| Phantom Stock                        | Â <u>(10)</u>    | Â <u>(10)</u>   | Class A<br>Common Stock | 3,490                      | \$ <u>(11)</u> | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Cottingham John R<br>333 E. FRANKLIN STREET<br>RICHMOND, VA 23219 | Â             | Â         | Â Vice President | Â     |

## Signatures

/s/ John R. Cottingham, by Andrew C. Carington,  
Attorney-in-fact

07/09/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options are granted under 1996 Non-qualified Stock Option Plan, which became fully exercisable on 1/29/2006.
- (2) Options are granted under 1996 Non-qualified Stock Option Plan, which became fully exercisable on 1/28/2007.
- (3) Options are granted under 1996 Non-qualified Stock Option Plan, which became fully exercisable on 1/27/2008.
- (4) Options are granted under 1996 Non-qualified Stock Option Plan, which became fully exercisable on 1/26/2009.
- (5) Options are granted under 1996 Non-qualified Stock Option Plan, which became fully exercisable on 1/29/2011.
- (6) Options are granted under 1996 Non-qualified Stock Option Plan, which became fully exercisable on 1/29/2012.
- (7) Options are granted under 1996 Non-qualified Stock Option Plan, which become fully exercisable on 1/28/2013.
- (8) Options are granted under 1996 Non-qualified Stock Option Plan, which become exercisable 1/3 per year on January 27, 2012, 2013, and 2014.
- (9) Options are granted under 1996 Non-qualified Stock Option Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.
- (10) Units are payable in cash following termination of the reporting person's employment. Upon attaining age 55, the reporting person may transfer the units into an alternative investment account at any time.
- (11) Represents units acquired under the Company's supplemental 401(k) plan. Each unit is the equivalent of one share of common stock.

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### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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