

MEDIA GENERAL INC
Form 4
November 13, 2013

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 *
Woodward James F

(Last) (First) (Middle)

333 EAST FRANKLIN STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2013

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)

VP, Finance and CFO

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock (\$5.00 par value) | 11/12/2013 | | D | 29,000 | D | 0 | D |
| Voting Common Stock (no par value) | 11/12/2013 | | A | 29,000 | A | 29,000 | D |
| Class A Common Stock | 11/12/2013 | | D | 7,907 | D | 0 | I 401(k) Plan |

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(\$5.00 par value)

Voting

Common Stock (no par value)

11/12/2013

A

7,907

A

(1)

7,907

I

401(k) Plan

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

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 63.23 | 11/12/2013 | | D | 2,400 | <u>(5)</u> 01/28/2014 | Class A Common Stock (\$5.00 par value) | 2,400 |
| Employee Stock Option (right to buy) | \$ 63.18 | 11/12/2013 | | D | 2,800 | <u>(6)</u> 01/27/2015 | Class A Common Stock (\$5.00 par value) | 2,800 |
| Employee Stock Option (right to buy) | \$ 49.66 | 11/12/2013 | | D | 5,100 | <u>(7)</u> 01/26/2016 | Class A Common Stock (\$5.00 par value) | 5,100 |
| Employee Stock Option (right to buy) | \$ 20.3 | 11/12/2013 | | D | 2,400 | <u>(8)</u> 01/29/2018 | Class A Common Stock (\$5.00 par value) | 2,400 |
| Employee Stock | \$ 2.16 | 11/12/2013 | | D | 5,000 | <u>(9)</u> 01/29/2019 | Class A Common | 5,000 |

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| | | | | | | | | | |
|--|----------|------------|---|--------|-------------|------------|---|--------------------------------|--|
| Option (right to buy) | | | | | | | | Stock (\$5.00 par value) | |
| Employee Stock Option (right to buy) | \$ 8.9 | 11/12/2013 | D | 5,000 | <u>(10)</u> | 01/28/2020 | Class A Common Stock (\$5.00 par value) | 5,000 | |
| Employee Stock Option (right to buy) | \$ 5.2 | 11/12/2013 | D | 4,900 | <u>(11)</u> | 01/27/2021 | Class A Common Stock (\$5.00 par value) | 4,900 | |
| Employee Stock Option (right to buy) | \$ 4.98 | 11/12/2013 | D | 11,100 | <u>(12)</u> | 01/26/2022 | Class A Common Stock (\$5.00 par value) | 11,100 | |
| Employee Stock Option (right to buy) | \$ 4.26 | 11/12/2013 | D | 16,000 | <u>(13)</u> | 01/31/2023 | Class A Common Stock (\$5.00 par value) | 16,000 | |
| Employee Stock Option (right to buy) | \$ 63.23 | 11/12/2013 | A | 2,400 | <u>(5)</u> | 01/28/2014 | Voting Common Stock (no par value) | 2,400 | |
| Employee Stock Option (right to buy) | \$ 63.18 | 11/12/2013 | A | 2,800 | <u>(6)</u> | 01/27/2015 | Voting Common Stock (no par value) | 2,800 | |
| Employee Stock Option (right to buy) | \$ 49.66 | 11/12/2013 | A | 5,100 | <u>(7)</u> | 01/26/2016 | Voting Common Stock (no par value) | 5,100 | |
| Employee Stock Option (right to buy) | \$ 20.3 | 11/12/2013 | A | 2,400 | <u>(8)</u> | 01/29/2018 | Voting Common Stock (no par value) | 2,400 | |
| Employee Stock Option | \$ 2.16 | 11/12/2013 | A | 5,000 | <u>(9)</u> | 01/29/2019 | Voting Common Stock (no | 5,000 | |

| (right to buy) | | | | | | | | | par value) |
|--------------------------------------|------------|------------|---|--------|-------------|------------|---|--------|------------|
| Employee Stock Option (right to buy) | \$ 8.9 | 11/12/2013 | A | 5,000 | <u>(10)</u> | 01/28/2020 | Voting Common Stock (no par value) | 5,000 | |
| Employee Stock Option (right to buy) | \$ 5.2 | 11/12/2013 | A | 4,900 | <u>(11)</u> | 01/27/2021 | Voting Common Stock (no par value) | 4,900 | |
| Employee Stock Option (right to buy) | \$ 4.98 | 11/12/2013 | A | 11,100 | <u>(12)</u> | 01/26/2022 | Voting Common Stock (no par value) | 11,100 | |
| Employee Stock Option (right to buy) | \$ 4.26 | 11/12/2013 | A | 16,000 | <u>(13)</u> | 01/31/2023 | Voting Common Stock (no par value) | 16,000 | |
| Phantom Stock | <u>(3)</u> | 11/12/2013 | D | 1,990 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock (\$5.00 par value) | 1,990 | |
| Phantom Stock | <u>(3)</u> | 11/12/2013 | A | 1,990 | <u>(2)</u> | <u>(2)</u> | Voting Common Stock (no par value) | 1,990 | |
| Deferred Stock Units | <u>(4)</u> | 11/12/2013 | A | 51,230 | <u>(4)</u> | <u>(4)</u> | Voting Common Stock (no par value) | 51,230 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woodward James F 333 EAST FRANKLIN STREET RICHMOND, VA 23219 | | | VP, Finance and CFO | |

Signatures

/s/ James F. Woodward, by Andrew C. Carington,
Attorney-in-fact

11/13/2013

__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) On November 12, 2013, in conjunction with Media General, Inc.'s closing of the business combination transaction with New Young Broadcasting Holding Co., Inc., Media General, Inc. completed a reclassification of its capital stock. Pursuant to such reclassification, each share of the reporting person's Class A Common Stock (\$5.00 par value) was reclassified into one share of Voting Common Stock (no par value). Equity-based awards granted pursuant to plans that are granted or remain outstanding after the reclassification are exercisable or convertible, as applicable, into shares of Voting Common Stock.

(2) Units are payable in cash following the 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.

(3) Units acquired under the Company's Supplemental 401(k) deferred compensation plan. Each unit is the economic equivalent of one share of common stock.

(4) Mr. Woodward received, upon the closing of the business combination transaction with New Young Broadcasting Holding Co., Inc., the number of stock units equal to the amount determined by dividing the officer's base salary by the closing per share price (\$9.76) of Media General, Inc.'s Class A Common Stock on the date of the public announcement of the transaction, June 6, 2013. One-half of the stock units granted to the officer shall vest on each of the first and second anniversaries of the closing of the transaction, subject to the officer's employment with Media General, Inc. through each such anniversary date. Each vested stock unit will entitle the officer to a payment in cash on the settlement date in an amount equal to the closing price per share of Media General, Inc.'s Voting Common Stock on the date of vesting.

(5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2007.

(6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.

(7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.

(8) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2011.

(9) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2012.

(10) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.

(11) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 27, 2012, 2013, and 2014.

(12) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.

(13) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 31, 2014, 2015, and 2016.

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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