MEREDITH CORP

Form 4

February 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** RADIA SUKU V | | | 2. Issuer Name and Ticker or Trading Symbol MEREDITH CORP [MDP] | | | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|-----------------------------------|------------|--|--------------|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Ea | arliest Tran | saction | (Check all applicable) | | |
| | | | (Month/Day | /Year) | | Director | 10% | Owner |
| 1716 LOCUST STREET | | | 02/04/2007 | | | _X_ Officer (gives | below) | |
| | | | | | | VP - Ch | ief Financial Of | ficer |
| (Street) | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | |
| DES MOINES, IA 50309-3023 | | | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I | - Non-Der | ivative Securities Ac | quired, Disposed o | of, or Beneficial | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execu | eemed ation Date, if th/Day/Year) | Code | 4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature Indirect Beneficia Ownershi (Instr. 4) |

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if | | nAcquired | Securities equired (A) or | | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
|--|--------------------------------------|-------------------------|-----------------|---|---------------------------|---|---|---------------------------------------|--------------------------|
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) | | Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| Common | | | Code V | Amount | (D) | Price | , | | |
| Stock (Restricted) (\$1 par value) | 02/04/2007 | | D | 1,615 | D | \$0 | 2,385 | D | |
| Common Stock (\$1 par value) (2) | | | | | | | 5,296 | D | |
| Common Stock (\$1 par value) | | | | | | | 3,335 | I | by Managed Account |

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transactic Code (Instr. 8) | 5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercis Expiration Dat (Month/Day/Y | e | 7. Title and A Underlying S (Instr. 3 and 4 | Securit |
|---|---|---|---|--|---|---|--------------------|---|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Restricted stock units (3) | \$ 0 | 02/04/2007 | | A | 1,615 | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 1,6 |
| Non-Qualified Stock Option (right to buy) | \$ 28.0625 | | | | | 08/09/2008 | 08/08/2010 | Common Stock (\$1 par value) | 12,0 |
| Non-Qualified Stock Option (right to buy) | \$ 28.0625 | | | | | 08/09/2001 | 08/09/2010 | Common Stock (\$1 par value) | 18,0 |
| Non-Qualified Stock Option (right to buy) | \$ 28.4375 | | | | | 03/01/2001 | 03/01/2010 | Common Stock (\$1 par value) | 10,5 |
| Non-Qualified Stock Option (right to buy) | \$ 34.8 | | | | | 08/08/2002 | 08/08/2011 | Common Stock (\$1 par value) | 22,5 |
| Non-Qualified Stock Option (right to buy) | \$ 39.05 | | | | | 08/13/2003 | 08/13/2012 | Common Stock (\$1 par value) | 25,0 |
| Non-Qualified Stock Option (right to buy) | \$ 46.165 | | | | | 08/12/2006 | 08/12/2013 | Common Stock (\$1 par value) | 30,0 |

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| Non-Qualified Stock Option (right to buy) | \$ 46.165 | 08/12/2011 | 08/13/2013 | Common Stock (\$1 par value) | 30,0 |
|---|-----------|------------|------------|------------------------------------|------|
| Non-Qualified Stock Option (right to buy) | \$ 46.21 | 08/08/2009 | 08/08/2016 | Common Stock (\$1 par value) | 20,0 |
| Non-Qualified Stock Option (right to buy) | \$ 49.1 | 08/09/2008 | 08/09/2015 | Common Stock (\$1 par value) | 20,0 |
| Non-Qualified Stock Option (right to buy) | \$ 49.97 | 08/10/2007 | 08/10/2014 | Common Stock (\$1 par value) | 40,0 |
| Stock equivalent units (8) | \$ 0 | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) | 10,1 |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | |
|--------------------------------|----------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |

RADIA SUKU V 1716 LOCUST STREET DES MOINES, IA 50309-3023

VP - Chief Financial Officer

Signatures

By: Teresa T. Rinker, Attorney-in-Fact For: Suku V.
Radia
02/06/2007

**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, as specified in each award agreement.
- (2) Shares held by the reporting person in street name.
- Restricted stock units (granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan), which will be converted to Common Stock (\$1 par value) on a one-for-one basis: 4,724.82, upon the reporting person's retirement from or termination of Meredith Corp. employment; and 6,833, upon the attainment of specified EPS growth targets and the completion of a three-year period of service. Quarterly dividends are accrued in the form of additional restricted stock units.
- (4) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full August 9, 2008. Graduated percentages of the option, however, will become exercisable August 13, 2003, if specified EPS growth targets set forth in

Reporting Owners 3

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Exhibit A to the Nonqualified Stock Option Award agreement are met.

- (5) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.
- (6) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.
 - This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full on August 12, 2011.
- (7) Graduated percentages of the option, however, will become exercisable on August 12, 2006, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- The reporting person's Form 4 filed August 11, 2004, indicated in Table II the grant of 3,002 stock equivalent units. These units were never issued to the reporting person. Accordingly, the number of derivative securities beneficially owned following reported transaction has been reduced to show the correct number of stock equivalent units held by the reporting person.
- Stock equivalents issued pursuant to Meredith Corp.'s deferred compensation plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of Meredith Corp. employment. Quarterly dividends are accrued in the form of additional stock equivalents. Data in this footnote would normally appear in the Title, Exercisable Date, and Price columns.

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.