

MEDIA GENERAL INC
Form SC 13D/A
September 28, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 7)*

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, Virginia 23219

(804)649-6629

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

September 26, 2009

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box "X".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a recording 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 Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

J. Stewart Bryan III

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) x

(b) ..

3) SEC Use Only

4) Source of Funds (*See Instructions*)

OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of

Shares 1,035,668
8) Shared Voting Power

Beneficially

Owned by NONE
Each 9) Sole Dispositive Power

Reporting

Person 1,035,668
10) Shared Dispositive Power

With

NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,035,668

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

13) Percent of Class Represented by Amount in Row (11)

4.56%

14) Type of Reporting Person (*See Instructions*)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

D. Tennant Bryan Media Trust

54-6253830

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) x

(b) ..

3) SEC Use Only

4) Source of Funds (*See Instructions*)

OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of

Shares 466,162
8) Shared Voting Power

Beneficially

Owned by NONE
Each 9) Sole Dispositive Power

Reporting

Person 466,162
10) Shared Dispositive Power

With

NONE

11) Aggregate Amount Beneficially Owned by Each Reporting Person

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466,162

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*)

13) Percent of Class Represented by Amount in Row (11)

2.05%

14) Type of Reporting Person (*See Instructions*)

OO

This Amendment No. 7 amends and supplements, to the extent indicated, Item 5 of the statement on, and Amendment No. 6 to, Schedule 13D previously filed by J. Stewart Bryan III and the D. Tennant Bryan Media Trust (the Media Trust) with respect to Class A Common Shares of Media General, Inc. (Class A Shares). Defined terms herein have the same meaning as in the original statement on, or Amendments to, Schedule 13D.

Item 5. Interest in Securities of the Issuer

The reason for this filing is the September 26, 2009, expiration of previously exercisable stock options held by Mr. Bryan for 240,700 shares of the Company's Class A Shares.

The number of Class A Shares reported by Mr. Bryan includes the number of Class B Shares of Media General, Inc. (Class B Shares) held by Media Trust. These Class B Shares are convertible into an equal number of Class A Shares at the option of the holder, and Mr. Bryan is the sole trustee of Media Trust with sole voting power and sole dispositive power.

- (a) After giving effect to the forgoing, the aggregate number and percentage of Class A Common Shares of Media General, Inc. beneficially owned by Mr. Bryan and Media Trust are as follows:

| | | |
|----------------------|-----------|---------|
| J. Stewart Bryan III | 1,035,668 | 4.56%* |
| Media Trust | 466,162 | 2.05%** |

* The Class A Shares reported by Mr. Bryan include 39,554 Class A Shares held in the Company 401(k) plan (as of August 31, 2009), 27,000 Class A Shares subject to options exercisable within 60 days, and 466,162 Class A Shares into which the Class B Shares held by Media Trust may be converted. The percentage of Class A Shares beneficially owned by Mr. Bryan is based on 22,241,067 outstanding Class A Shares (as of August 2, 2009), plus Mr. Bryan's 27,000 exercisable options and 466,162 convertible Class B Shares held by Media Trust.

** The Class A Shares reported by Media Trust represent the 466,162 Class A Shares into which the Class B Shares held by Media Trust may be

converted. The percentage of Class A Shares beneficially owned by Media Trust is based on 22,241,067 outstanding Class A Shares plus 466,162 convertible Class B Shares held by Media Trust.

- (b) See Cover, Items 7, 8, 9 and 10. Mr. Bryan is the sole trustee and has the sole power to vote and dispose of the shares held by the Media Trust.
- (c) Except as set forth above in this Item 5, the Reporting Persons have not effected any transaction in Class A Shares during the past 60 days.
- (d) None.
- (e) On September 26, 2009, the reporting persons ceased to be the beneficial owners of more than five percent of the Class A Shares.

Signature

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.

September 28, 2009

/s/ J. Stewart Bryan III
J. Stewart Bryan III

D. TENNANT BRYAN MEDIA TRUST

/s/ J. Stewart Bryan III
J. Stewart Bryan III