

MEDIA GENERAL INC
Form 4
November 13, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
FITZSIMONS DENNIS J

(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)

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)
			Code	V	Amount	(D)	Price
Class A Common Stock (\$5.00 par value)	11/12/2013		D		10,000	D	0
Voting Common Stock (no par value)	11/12/2013		A		10,000	A	10,000

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

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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 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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Phantom Stock	(3)	11/12/2013		D		48,393		(2)	(2)	Class A Common Stock (\$5.00 par value)	48,393
Phantom Stock	(3)	11/12/2013		A		48,393		(2)	(2)	Voting Common Stock (no par value)	48,393

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZSIMONS DENNIS J 333 EAST FRANKLIN STREET RICHMOND, VA 23219			X	

Signatures

/s/ Dennis J. FitzSimons, 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).

- On November 12, 2013, in conjunction with the closing of Media General, Inc.'s business combination transaction with New Young Broadcasting Holding Co., Inc., Media General, Inc. completed a reclassification of its capital stock. Pursuant to such reclassification,
- (1) 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) Upon termination of service as a director, the units become payable in accordance with the settlement election of the reporting person.

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- (3) Units acquired under the Company deferred compensation plan for outside directors fees. Each unit is the economic equivalent of one share of common stock.

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.