

MEREDITH CORP
Form 4
May 05, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CAPPAERT STEVEN M

(Last) (First) (Middle)
1716 LOCUST STREET
(Street)

DES MOINES, IA 50309-3023

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEREDITH CORP [MDP]

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2016

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)
Corporate Controller

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
Common Stock (\$1 par value) ⁽¹⁾	05/03/2016		M		10,800	A	\$ 44.72
Common Stock (\$1 par value) ⁽¹⁾	05/03/2016		F		8,475	D	\$ 51.36
Common Stock (Restricted) (\$1 par value) ⁽²⁾							1,664
							D

Common Stock (\$1 par value) ⁽³⁾ 6,615.7706 I by Managed Account

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$ 44.72	05/03/2016		M	10,800	08/08/1988 08/08/1988	Common Stock (\$1 par value) 10
Restricted Stock Units ⁽⁵⁾	\$ 0					08/08/1988 08/08/1988	Common Stock (\$1 par value) 3
Stock equivalent units ⁽⁶⁾	\$ 0					08/08/1988 08/08/1988	Common Stock (\$1 par value) 63

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAPPAERT STEVEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023	Corporate Controller

Signatures

By: Andrew Kane, by Power of Attorney For: Steven M. Cappaert 05/05/2016

__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 held by the reporting person in a street name account.
- (2) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (3) These shares are held in reporting person's Meredith Corp. Savings & Investment Plan and Employee Stock Purchase Plan accounts. Quarterly dividends on the accounts are paid in the form of additional common stock, \$1 par value.
- (4) 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.
- (5) Restricted Stock Units granted pursuant to Meredith Corporation's 2014 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the completion of a three-year or five-year period of service.
Stock equivalents issued pursuant to Meredith Corporation's Deferred Compensation Plan or Stock Incentive Plan which will be
- (6) converted to Common Stock (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corporation employment.

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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