

MEREDITH CORP
Form 4
September 13, 2012

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 *
Harty Thomas H

(Last) (First) (Middle)

57 FIELD TERRACE

(Street)

IRVINGTON, NY 10533

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2012

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)

President-National Media Group

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	(A) or (D)	Price
Common Stock (\$1 par value) ⁽¹⁾	09/11/2012		M		25,000	A	\$ 29.23
Common Stock (\$1 par value) ⁽¹⁾	09/11/2012		M		38,100	A	\$ 28.6
Common Stock (\$1 par value) ⁽¹⁾	09/11/2012		F		56,388	D	\$ 35.32
Common Stock (\$1 par value)	09/12/2012		S		6,370	D	\$ 35.4

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par value) <u>(1)</u>								
Common Stock (\$1 par value) <u>(1)</u>	09/11/2012	S	42	D	\$ 35.44	17,449	D	
Common Stock (\$1 par value) <u>(1)</u>	09/11/2012	S	300	D	\$ 35.46	17,149	D	
Common Stock (\$1 par value) <u>(2)</u>						1,852,227	I	by Managed Account
Common Stock (Restricted) (\$1 par value) <u>(3)</u>						55,419	D	

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 Underlying Security (Instr. 3 and 4)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 29.23	09/11/2012		M	25,000	08/12/2011	08/12/2018	Common Stock (\$1 par value)	25
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 28.6	09/11/2012		M	38,100	08/11/2012	08/11/2019	Common Stock (\$1 par value)	38

Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
Harty Thomas H 57 FIELD TERRACE IRVINGTON, NY 10533			President-National Media Group	

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Thomas H.

Harty

09/13/2012

__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 street name.

(2) Shares held in the reporting person's Meredith Corporation Employee Stock Purchase Plan account. Quarterly dividends on these shares are paid in the form of additional Common Stock, \$1 par value.

(3) 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.

(4) Nonqualified stock options granted pursuant to the Meredith Corp. Stock Incentive Plan. Each becomes exercisable in its entirety on the third anniversary of the date of grant.

(5) Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety on the third anniversary of the grant date, expires on the 10th anniversary of the grant date, and has an exercise price as specified in the award agreement.

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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