

PENTON MEDIA INC
 Form 4
 February 05, 2007

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 *
VICE PRESTON L

(Last) (First) (Middle)

**PENTON MEDIA, INC., 1300
 EAST 9TH STREET**

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PENTON MEDIA INC [PTON:OB]

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

02/01/2007

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)
 CFO and Secretary

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$0.01 per share	02/01/2007		D		199,961	D	\$ 0.8058 (1) 0
Common Stock, par value, \$0.01 per share	02/01/2007		D		1,527	D	\$ 0.8058 (1) 0
						I	Common stock in 401(k) plan 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option - Right to Buy	\$ 0.37	02/01/2007		D	5,000	<u>(2)</u> 02/06/2011	Common Stock	5,000
Stock Option - Right to Buy	\$ 0.37	02/01/2007		D	5,000	<u>(2)</u> 02/01/2010	Common Stock	5,000
Stock Option - Right to Buy	\$ 0.37	02/01/2007		D	5,000	<u>(2)</u> 01/27/2009	Common Stock	5,000
Stock Option - Right to Buy	\$ 0.37	02/01/2007		D	10,000	<u>(2)</u> 08/07/2008	Common Stock	10,000
Stock Option - Right to Buy	\$ 6.89	02/01/2007		D	20,000	<u>(3)</u> 11/16/2011	Common Stock	20,000
Stock Option - Right to Buy	\$ 0.9	02/01/2007		D	30,000	<u>(3)</u> 02/03/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

VICE PRESTON L
PENTON MEDIA, INC.
1300 EAST 9TH STREET
CLEVELAND, OH 44114

CFO and Secretary

Signatures

Preston L. Vice 02/05/2007

__Signature of Date
Reporting Person

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).
Disposed of pursuant to the Agreement and Plan of Merger dated as of November 1, 2006, by and among Prism Business Media
- (1) Holdings, Inc., Prism Acquisition Co. and Penton Media, Inc. (the "Merger Agreement") in exchange for a cash payment of \$0.8058 per share.
- (2) Pursuant to the Merger Agreement, these options were cancelled in exchange for a cash payment representing the number of options multiplied by the excess of the merger consideration of \$0.8058 per share over the exercise price per share of each option.
- (3) Pursuant to the Merger Agreement, these options were cancelled.

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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