MEREDITH CORP
Form 4
November 06, 2008

# 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 *
JOHNSON JOEL W

(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)
11/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ($1 par value) | | | | | | | | 7,168 | D | |

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

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SEC 1474 (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 Amoun Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Share |
| Stock equivalent units | $ 0 | 11/05/2008 | | A | | 3,619 | | 08/08/1988 | 08/08/1988 | Common Stock ($1 par value) (1) | 3,6 |
| Non-Qualified Stock Option (right to buy) (2) | $ 31.5 | | | | | | | 11/14/2001 | 11/14/2010 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) (2) | $ 34.6 | | | | | | | 11/13/2002 | 11/13/2011 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) (2) | $ 36.7188 | | | | | | | 11/09/2000 | 11/09/2009 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) (2) | $ 39.0313 | | | | | | | 11/10/1999 | 11/10/2008 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) (2) | $ 45.275 | | | | | | | 11/12/2003 | 11/12/2012 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) (2) | $ 49.75 | | | | | | | 11/11/2004 | 11/11/2013 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) (2) | $ 50.28 | | | | | | | 11/09/2006 | 11/09/2015 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option | $ 51.975 | | | | | | | 11/09/2005 | 11/09/2014 | Common Stock ($1 | 6,0 |

| | | | | | | |
|---|---|---|---|---|---|---|
| (right to buy) [(2)] | | | | | par value) | |
| Non-Qualified Stock Option (right to buy) [(2)] | $ 52.87 | | 11/09/2007 | 11/09/2016 | Common Stock ($1 par value) | 6,0 |
| Non-Qualified Stock Option (right to buy) [(3)] | $ 59.98 | | 11/08/2008 | 11/08/2017 | Common Stock ($1 par value) | 6,0 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| JOHNSON JOEL W<br>1716 LOCUST STREET<br>DES MOINES, IA 50309-3023 | X | | | |

# Signatures

| | |
|---|---|
| By: Teresa T. Rinker, by Power of Attorney For: Joel W. Johnson | 11/06/2008 |
| **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)** Stock equivalents issued pursuant to Meredith Corp.'s 2002 Stock Plan for Non-employee Directors (the "Plan"), which will be converted to Common Stock ($1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of service on the Meredith Board of Directors. Quarterly dividends are accrued in the form of additional stock equivalents. Data in this footnote would normally appear in the Title, Exercisable Date, and Price columns.

**(2)** This option was awarded pursuant to the Meredith Corp. Stock Plan for Non-employee Directors, becomes exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.

**(3)** This option was awarded pursuant to the Meredith Corp. 2004 Stock Incentive Plan, becomes exercisable one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the grant date.

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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