

MEREDITH CORP  
Form 4  
December 11, 2014

**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 \*  
Harty Thomas H

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

DES MOINES, IA 50309

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                      |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock (\$1 par value) (1)     | 12/10/2014                           |                                                    | M                              |                                                                   | 6,000 A \$ 49.1                                                                               | 6,000                                                    | D                                                     |
| Common Stock (\$1 par value) (1) (2) | 12/10/2014                           |                                                    | F                              |                                                                   | 5,798 D \$ 52.7826                                                                            | 202                                                      | D                                                     |
| Common Stock (\$1 par value) (1) (2) | 12/10/2014                           |                                                    | S                              |                                                                   | 202 D \$ 52.7826                                                                              | 0                                                        | D                                                     |

|                                                                      |           |   |                          |
|----------------------------------------------------------------------|-----------|---|--------------------------|
| Common<br>Stock<br>(Restricted)<br>(\$1 par<br>value) <sup>(3)</sup> | 48,013    | D |                          |
| Common<br>Stock (\$1<br>par value)<br><u>(4)</u>                     | 1,924.379 | I | by<br>Managed<br>Account |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3)           | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |       |
|---------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|-------|
|                                                               |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                             | Title                                  |       |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(5)</u> | \$ 49.1                                                            | 12/10/2014                              |                                                             | M                                    | 6,000                                                                                                           | 08/08/1988                                                     | 08/08/1988                                                     | Common<br>Stock (\$1<br>par value)     | 6,000 |
| Restricted<br>Stock Units <u>(6)</u>                          | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                 | 08/08/1988                                                     | 08/08/1988                                                     | Common<br>Stock (\$1<br>par value)     | 8,300 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |       |
|--------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                        | Other |
| Harty Thomas H<br>1716 LOCUST STREET<br>DES MOINES, IA 50309 |               |           | President-National Media Group |       |

## Signatures

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

12/11/2014

\_\_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) The price reported in column 4 is a weighted average price.
- (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) 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.  
  
Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety
- (5) 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.
- (6) Restricted Stock Units granted pursuant to Meredith Corporation's 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a 1-for-1 basis upon the completion of a three-year period of service. Quarterly dividends are paid in cash.

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.