

MEREDITH CORP  
Form 4  
February 25, 2015

**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 \*  
COLEMAN MARY SUE

(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)  
02/18/2015

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock (\$1 par value) (1) (2)          | 02/18/2015                           |  | G                              | V 1,168 D \$ 0  | 8,772   | D  |   |
| Common Stock (Restricted) (\$1 par value) (3) |                                      |  |                                |   | 2,130   | D  |   |
| Common Stock (\$1 par value)                  |                                      |  |                                |   | 1,294   | D  |   |

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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) |                              |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                        | Amount Number of Shares |
| Stock equivalent units <sup>(4)</sup>                    | \$ 0   |                                      |  |                                |   | 08/08/1988   | 08/08/1988  | Common Stock (\$1 par value) | 20,625                  |
| Non-Qualified Stock Option (right to buy) <sup>(5)</sup> | \$ 0   |                                      |  |                                |   | 11/12/2015   | 11/12/2024  | Common Stock (\$1 par value) | 49,69                   |

## Reporting Owners

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

## Signatures

By: Teresa T. Rinker, by Power of Attorney For: Mary Sue Coleman

02/25/2015

\_\_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) Gift to University of Michigan.

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- This restricted stock was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan. The shares are
- (3) subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year for three years commencing on the first anniversary of the grant date.

- Stock equivalents issued pursuant to the Meredith Corporation 2004 Stock Incentive Plan (the "Plan"), which will be converted to
- (4) 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.

- Nonqualified stock options awarded pursuant to the Meredith Corporation Stock Incentive Plan, which become exercisable one-third per
- (5) year over a three-year period beginning on the first anniversary of the grant date, expire on the tenth anniversary of the grant date, and have exercise prices as specified in each 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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