WILLIAMS WALTER E

Form 4 May 02, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WILLIAMS WALTER E Issuer Symbol MEDIA GENERAL INC [MEG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 333 EAST FRANKLIN STREET 04/28/2011 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting RICHMOND, VA 23219 Person

(State)

(Zin)

(City)

(City)	(State)	Table Table	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disp	osed c	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A				111100111	(2)	11100			
Common	04/28/2011		M	109,602	٨	\$ 0 (3)	109,602	D	
	04/20/2011		1V1	109,002	А	(3)	109,002	D	
Stock (1)									

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Derivative Expiration I		6. Date Exercise Expiration Date (Month/Day/Y	e Underlying S		Securit
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Phantom Stock (2)	\$ 0 (3)	04/28/2011		A	1,649		04/28/2011	04/28/2011	Class A Common Stock	1,
Phantom Stock (1)	\$ 0 (3)	04/28/2011		M		109,602	04/28/2011	04/28/2011	Class A Common Stock	109

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Other			
WILLIAMS WALTER E 333 EAST FRANKLIN STREET RICHMOND, VA 23219	X						

Signatures

/s/ Walter Williams, by George L. Mahoney, Attorney-in-fact

05/02/2011

**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 were issued upon retirement from the Board of Directors.
- (2) Partial-quarter allocation under the Company's deferred compensation plan for outside director fees.
- (3) Each unit is the equivalent of one share of Class A common stock.

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.

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