

MEDIA GENERAL INC  
Form 4  
April 28, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Smolla Rodney A

(Last) (First) (Middle)  
333 EAST FRANKLIN ST  
(Street)  
RICHMOND, VA 23219  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/24/2014

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)

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 (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |
| Voting Common Stock (no par value)<br>(2) | 04/24/2014                           |  | M                              | 87,034  | A   | \$ 0<br>(3)  | 87,034 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)

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**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 Security (Instr. 3 and 4) |                  |                 |                                    |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                              | Amount or Number of Shares |
| Phantom Stock <sup>(1)</sup>               | \$ 0 <sup>(3)</sup>                                    | 04/24/2014                           |  | A                              |   | 302  |   | 04/24/2014       | 04/24/2014      | Voting Common Stock (no par value) | 30                         |
| Phantom Stock <sup>(2)</sup>               | \$ 0 <sup>(3)</sup>                                    | 04/24/2014                           |  | M                              |   | 87,034   |   | 04/24/2014       | 04/24/2014      | Voting Common Stock (no par value) | 87,034                     |
| Phantom Stock <sup>(4)</sup>               | \$ 0 <sup>(3)</sup>                                    | 04/24/2014                           |  | A                              |   | 10,000   |   | <sup>(4)</sup>   | <sup>(4)</sup>  | Voting Common Stock (no par value) | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Smolla Rodney A<br>333 EAST FRANKLIN ST<br>RICHMOND, VA 23219 |               |           | X       |       |

## Signatures

/s/ Rodney A. Smolla, by Andrew C. Carington,  
Attorney-in-fact

04/28/2014

<sup>(4)</sup>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) Partial-quarter allocation under the Company's deferred compensation plan for outside director fees.
- (2) Shares were issued upon retirement from the Board of Directors.
- (3) Each unit is the economic equivalent of one share of Voting Common Stock (no par value).
- (4) Deferred stock units granted upon retirement under the 1995 Long-Term Incentive Plan. These awards vest 50% on the second anniversary and 50% on the third 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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