

MEDIA GENERAL INC
Form 3
January 28, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| * LIEBAU FREDERIC JACK JR | | | (Month/Day/Year) 01/16/2008 | MEDIA GENERAL INC [MEG] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| P.O. BOX 2200 | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | ____ Director | <input checked="" type="checkbox"/> 10% Owner |
| PASADENA, CA 91102-2200 | | | | ____ Officer | ____ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | ____ Form filed by One Reporting Person |
| | | | | | ____ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 2,705,647 <u>(1)</u> <u>(6)</u> | D | ^ |
| Class A Common Stock | 2,705,647 <u>(2)</u> <u>(6)</u> | I | By Harbinger Capital Partners Master Fund I, Ltd. |
| Class A Common Stock | 1,352,807 <u>(3)</u> <u>(6)</u> | D | ^ |
| Class A Common Stock | 1,352,807 <u>(4)</u> <u>(6)</u> | I | By Harbinger Capital Partners Special Situations Fund, L.P. |
| Class A Common Stock | 1,000 <u>(5)</u> <u>(6)</u> | D | ^ |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LIEBAU FREDERIC JACK JR P.O. BOX 2200 PASADENA, CA 91102-2200 | Â | Â X | Â | Â |

Signatures

/s/ F. Jack
Liebau, Jr.(+)

01/28/2008

**Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.
These securities may be deemed to be beneficially owned by Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Harbert Management Corporation ("HMC"), the managing member of HMC Investors, Philip Falcone, a shareholder of HMC and the portfolio manager of the Master Fund, Raymond J. Harbert, a shareholder of HMC, and Michael D. Luce, a shareholder of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (2) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.
These securities may be deemed to be beneficially owned by Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), HMC, Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (3) The securities are owned by F. Jack Liebau, Jr. ("Mr. Liebau"), a Reporting Person. They are held in an account jointly owned by Mr. Liebau and his spouse.
As a result of Mr. Liebau's nomination for election as a director of the Issuer and other relationship as described in the Schedule 13D, Amendment No. 2, filed on January 25, 2008, the Reporting Persons may each be deemed to be the beneficial owners of all of the Shares beneficially owned by each of the other Reporting Persons.
 - (4)
 - (5)
 - (6)

^

Remarks:

(+) ^ Given ^ that ^ the ^ EDGAR ^ system ^ limits ^ its ^ filers ^ to ^ a ^ maximum ^ of ^ ten ^ insider ^ CIKs ^ on ^ a ^ fo
^ Master ^ Fund, ^ Harbinger ^ Management, ^ HMC ^ Investors, ^ the ^ Special ^ Situations ^ Fund, ^ HCPSS, ^ HMCNY, ^
^ J. ^ Harbert ^ and ^ Michael ^ D. ^ Luce ^ have ^ reported ^ their ^ insider ^ status ^ on ^ a ^ separate ^ Form ^ 3.

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.