

MEREDITH CORP  
Form 4  
February 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**KARPOWICZ PAUL**

(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)  
01/31/2009

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-Broadcasting 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	(D)	Price
Common Stock (Restricted) (\$1 par value) <sup>(1)</sup>	01/31/2009		A		145	A	\$ 0
Common Stock (\$1 par value) <sup>(2)</sup>					2,054	I	
Common Stock (\$1 par value) <sup>(3)</sup>					5,876	I	
Common Stock (Restricted-ROE) (\$1 par value) <sup>(4)</sup>					12,500	D	

by  
Managed  
Account

by  
Spouse

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

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SEC 1474  
(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 or Number of Shares
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 29.23					08/12/2011	08/12/2021	Common Stock (\$1 par value)	70,000
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 46.21					08/08/2009	08/08/2016	Common Stock (\$1 par value)	30,000
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 47.56					02/14/2008	02/14/2015	Common Stock (\$1 par value)	40,000
Non-Qualified Stock Option (right to buy) <u>(5)</u>	\$ 53.9					08/07/2010	08/07/2017	Common Stock (\$1 par value)	30,000
Restricted stock units <u>(6)</u>	\$ 0					08/08/1988	08/08/1988	Common Stock (\$1 par value)	15,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

KARPOWICZ PAUL  
1716 LOCUST STREET  
DES MOINES, IA 50309-3023

President-Broadcasting Group

## Signatures

By: Teresa T. Rinker, by Power of Attorney For: Paul A.  
Karpowicz

02/03/2009

\_\_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 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.

The reporting person acquired these shares of Common Stock (\$1 par value) through his/her Meredith Corp. Employee Stock Purchase

- (2) Plan account upon which quarterly dividends are paid in the form of additional Common Stock. This footnote would normally be included in column 5.

- (3) Shares held in an account for the reporting person's spouse.

Restricted stock granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par

- (4) value) on a one-for-one basis upon the attainment of the ROE criteria specified in the award agreement and the completion of a three-year period of service.

- (5) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.

Restricted stock units granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par

- (6) value) on a one-for-one basis upon the attainment of specified EPS growth targets and the completion of a three-year period of service. Quarterly dividends are accrued in the form of additional restricted stock units.

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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