MEDIA GENERAL INC

Form 4

par value)

December 23, 2014

FORM	1									PPROVAL		
	UNITE	ED STATE		ITIES Al hington, l			NGE (COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to	ar	EMENT (ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires: Estimated	January 31, 2005 average		
	Section 16. SECURITIES Form 4 or						burden hours per response					
obligation may conti See Instru- 1(b).	s Section	17(a) of the		lity Hold	ing Com	pany	Act o	of 1935 or Section	on			
(Print or Type R	esponses)											
Butler John A Symbol			Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
									ek all applicable)			
(Last) 333 EAST F.	(First) RANKLIN S	(Middle) TREET	3. Date of (Month/Da 12/19/20	· ·				Director 10% Owner Selection Other (specify below) below) Treasurer				
RICHMONI	(Street) O, VA 23219			ndment, Dat h/Day/Year)	e Original			6. Individual or Jo Applicable Line) _X_ Form filed by Moreon	oint/Group Fili	erson		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
(Instr. 3) any		eemed tion Date, if h/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Voting				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock (no par value)	12/19/2014			D	5,900	D	(1)	0	D			
Voting Common Stock (no	12/19/2014			D	5,404	D	<u>(1)</u>	0	I	401(k) Plan		

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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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
Employee Stock Option (right to buy)	\$ 63.18	12/19/2014		D	800	(2)	01/27/2015	Voting Common Stock (no par value)	800
Employee Stock Option (right to buy)	\$ 49.66	12/19/2014		D	1,700	(3)	01/26/2016	Voting Common Stock (no par value)	1,700
Employee Stock Option (right to buy)	\$ 20.3	12/19/2014		D	2,600	<u>(4)</u>	01/29/2018	Voting Common Stock (no par value)	2,600
Employee Stock Option (right to buy)	\$ 2.16	12/19/2014		D	3,300	<u>(5)</u>	01/29/2019	Voting Common Stock (no par value)	3,300
Employee Stock Option (right to buy)	\$ 8.9	12/19/2014		D	4,700	<u>(6)</u>	01/28/2020	Voting Common Stock (no par value)	4,700
Employee Stock Option (right to	\$ 5.2	12/19/2014		D	4,600	<u>(7)</u>	01/27/2021	Voting Common Stock (no par value)	4,600

Employee Stock Option (right to buy)	\$ 4.98	12/19/2014	D	3,900	(8)	01/26/2022	Voting Common Stock (no par value)	3,900
Employee Stock Option (right to buy)	\$ 4.26	12/19/2014	D	6,100	<u>(9)</u>	01/31/2023	Voting Common Stock (no par value)	6,100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Butler John A

333 EAST FRANKLIN STREET Treasurer

RICHMOND, VA 23219

Signatures

/s/ John A. Butler, by Andrew C. Carington, Attorney-in-fact

12/23/2014

**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).

On December 19, 2014, Media General, Inc. ("Media General", formerly Mercury New Holdco, Inc.), MGOC, Inc. ("MGOC", formerly Media General, Inc.) and Lin Media LLC ("Lin") consummated a business combination transaction (the "Merger") as a result of which MGOC, Inc. and Lin Media LLC each became a direct wholly owned subsidiary of Media General. Pursuant to the Merger, (i) each share

- (1) of voting common stock of MGOC was converted into one share of voting common stock of Media General ("Voting Common Stock") and (ii) each share representing a limited liability company interest in Lin was converted into 1.4714 shares of Voting Common Stock. Equity-based awards granted pursuant to MGOC plans and Lin plans that were outstanding immediately prior to the Merger were converted into awards in respect of Voting Common Stock at the closing of the Merger.
- (2) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.
- (3) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.
- (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2011.
- (5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2012.
- (6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.
- (7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2014.
- (8) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.
- Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 31, 2014, 2015, and 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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