MEREDITH CORP

Form 4

November 10, 2011

FORM 4

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

OMB Number: 3235-0287

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock (Restricted)

(\$1 par value) (1)

11/09/2011

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HENRY FREDERICK B | | | 2. Issuer Name and Ticker or Trading Symbol MEREDITH CORP [MDP] 3. Date of Earliest Transaction | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---|------------------|---|---|---|---|------------|--|--|---|--|
| (Last) | | | | | | | | | | | |
| (Eust) | (First) (| /Year) | | | | _X_ Director | 10% | Owner | | | |
| 1716 LOCUST STREET | | | 11/08/2011 | | | | | Officer (give title below) Other (specify below) | | | |
| | 6. Individual or Joint/Group Filing(Check | | | | | | | | | | |
| DEC MOINES | Filed(Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| DES MOINES | | | | | | Person | | | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction E (Month/Day/Ye | ar) Execu any | eemed tion Date, if h/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securi or(A) or Di (D) (Instr. 3, | ispose | d of | 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) | |
| Common Stock (Restricted) (\$1 par value) (1) Common | 11/08/2011 | | | S | 489 | D | \$ 27.7 | 978 | D | | |

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

A

1,884

\$0

2,862

D

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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 | 2. 3. Trar | | 3A. Deemed | 4. 5. Number of | | 6. Date Exercisable and | | 7. Title and Amou | |
|-----------------------------|-------------|------------------|--------------------|-----------------------|----------------------|-------------------------|-----------------|-----------------------|----------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | | Underlying Secur | |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | | (Instr. 3 and 4) | |
| (Instr. 3) | Price of | | | | Acquired (A) | | | | |
| | Derivative | | | | or Disposed of | | | | |
| | Security | | | | (D) | | | | |
| | | | | | (Instr. 3, 4, and 5) | | | | |
| | | | | | | | | | Am |
| | | | | | | Date Exercisable | Expiration Date | Title | or Nu |
| | | | | Code V | (A) (D) | | | | of S |
| Non-Qualified | | | | | | | | Common | |
| Stock Option (right to buy) | \$ 26.55 | 11/09/2011 | | A | 10,845 | 11/09/2012 | 11/09/2021 | Stock (\$1 par value) | 10 |

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other HENRY FREDERICK B 1716 LOCUST STREET X DES MOINES, IA 50309-3023

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Frederick B. Henry

11/10/2011

Date

**Signature of Reporting Person

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).
- This restricted stock was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan. The shares are (1) subject to forfeiture and nontransferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year for three years commencing on the first anniversary of the grant date.
- This option was awarded pursuant to the Amended and Restated Meredith Corporation 2004 Stock Incentive Plan, becomes exercisable (2) one-third per year over a three-year period beginning on the first anniversary of the grant date, and expires on the tenth anniversary of the

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