

MEDIA GENERAL INC
 Form 4
 November 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Butler John 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)
 11/12/2013

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)
 Treasurer

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)
Class A Common Stock (\$5.00 par value)	11/12/2013		D	5,900	D <u>(1)</u> 0	D	
Voting Common Stock (no par value)	11/12/2013		A	5,900	A <u>(1)</u> 5,900	D	
Class A Common Stock	11/12/2013		D	4,974	D <u>(1)</u> 0	I	401(k) Plan

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(\$5.00 par value)

Voting

Common Stock (no par value)

11/12/2013

A

4,974

A

1

4,974

I

401(k) Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 63.23	11/12/2013		D		<u>(2)</u>	01/28/2014	Class A Common Stock (\$5.00 par value)	700
Employee Stock Option (right to buy)	\$ 63.18	11/12/2013		D		<u>(3)</u>	01/27/2015	Class A Common Stock (\$5.00 par value)	800
Employee Stock Option (right to buy)	\$ 49.66	11/12/2013		D		<u>(4)</u>	01/26/2016	Class A Common Stock (\$5.00 par value)	1,700
Employee Stock Option (right to buy)	\$ 20.3	11/12/2013		D		<u>(5)</u>	01/29/2018	Class A Common Stock (\$5.00 par value)	2,600
	\$ 2.16	11/12/2013		D		<u>(6)</u>	01/29/2019		3,300

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Employee Stock Option (right to buy)								Class A Common Stock (\$5.00 par value)	
Employee Stock Option (right to buy)	\$ 8.9	11/12/2013	D	4,700	<u>(7)</u>	01/28/2020		Class A Common Stock (\$5.00 par value)	4,700
Employee Stock Option (right to buy)	\$ 5.2	11/12/2013	D	4,600	<u>(8)</u>	01/27/2021		Class A Common Stock (\$5.00 par value)	4,600
Employee Stock Option (right to buy)	\$ 4.98	11/12/2013	D	3,900	<u>(9)</u>	01/26/2022		Class A Common Stock (\$5.00 par value)	3,900
Employee Stock Option (right to buy)	\$ 4.26	11/12/2013	D	6,100	<u>(10)</u>	01/31/2023		Class A Common Stock (\$5.00 par value)	6,100
Employee Stock Option (right to buy)	\$ 63.23	11/12/2013	A	700	<u>(2)</u>	01/28/2014		Voting Common Stock (no par value)	700
Employee Stock Option (right to buy)	\$ 63.18	11/12/2013	A	800	<u>(3)</u>	01/27/2015		Voting Common Stock (no par value)	800
Employee Stock Option (right to buy)	\$ 49.66	11/12/2013	A	1,700	<u>(4)</u>	01/26/2016		Voting Common Stock (no par value)	1,700
Employee Stock Option (right to buy)	\$ 20.3	11/12/2013	A	2,600	<u>(5)</u>	01/29/2018		Voting Common Stock (no par value)	2,600
	\$ 2.16	11/12/2013	A	3,300	<u>(6)</u>	01/29/2019			3,300

Employee Stock Option (right to buy)							Voting Common Stock (no par value)	
Employee Stock Option (right to buy)	\$ 8.9	11/12/2013	A	4,700	<u>(7)</u>	01/28/2020	Voting Common Stock (no par value)	4,700
Employee Stock Option (right to buy)	\$ 5.2	11/12/2013	A	4,600	<u>(8)</u>	01/27/2021	Voting Common Stock (no par value)	4,600
Employee Stock Option (right to buy)	\$ 4.98	11/12/2013	A	3,900	<u>(9)</u>	01/26/2022	Voting Common Stock (no par value)	3,900
Employee Stock Option (right to buy)	\$ 4.26	11/12/2013	A	6,100	<u>(10)</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 ST RICHMOND, VA 23219			Treasurer	

Signatures

/s/ John A Butler, by Andrew C. Carington,
Attorney-in-fact 11/13/2013

**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) On November 12, 2013, in conjunction with Media General, Inc.'s closing of the business combination transaction with New Young Broadcasting Holding Co., Inc., Media General, Inc. completed a reclassification of its capital stock. Pursuant to such reclassification, each share of the reporting person's Class A Common Stock (\$5.00 par value) was reclassified into one share of Voting Common Stock (no par value). Equity-based awards granted pursuant to plans that are granted or remain outstanding after the reclassification are exercisable or convertible, as applicable, into shares of Voting Common Stock.

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- (2) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2007.
- (3) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.
- (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.
- (5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2011.
- (6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2012.
- (7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.
- (8) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 27, 2012, 2013, and 2014.
- (9) 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.
- (10) 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.

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