

MEREDITH CORP
Form 4
August 11, 2005

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 *
RADIA SUKU V

(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)
08/09/2005

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)
VP - Chief Financial Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock (\$1 par value) ⁽¹⁾ | | | | | 5,203 | D | |
| Common Stock (\$1 par value) | | | | | 2,380 | I | by Managed Account |
| Common Stock (Restricted) (\$1 par value) ⁽²⁾ | | | | | 4,000 | D | |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title or Num of S |
| Non-Qualified Stock Option (right to buy) <u>(3)</u> | \$ 49.1 | 08/09/2005 | | A | 20,000 | 08/09/2008 08/09/2015 | Common Stock (\$1 par value) 20 |
| Restricted stock units <u>(4)</u> | \$ 0 | 08/09/2005 | | A | 3,333 | 08/08/1988 08/08/1988 | Common Stock (\$1 par value) 3, |
| Non-Qualified Stock Option (right to buy) <u>(5)</u> | \$ 28.0625 | | | | | 08/09/2008 08/08/2010 | Common Stock (\$1 par value) 12 |
| Non-Qualified Stock Option (right to buy) <u>(6)</u> | \$ 28.0625 | | | | | 08/09/2001 08/09/2010 | Common Stock (\$1 par value) 18 |
| Non-Qualified Stock Option (right to buy) <u>(6)</u> | \$ 28.4375 | | | | | 03/01/2001 03/01/2010 | Common Stock (\$1 par value) 18 |
| Non-Qualified Stock Option (right to buy) <u>(6)</u> | \$ 34.8 | | | | | 08/08/2002 08/08/2011 | Common Stock (\$1 par value) 22 |
| Non-Qualified Stock Option (right to buy) <u>(6)</u> | \$ 39.05 | | | | | 08/13/2003 08/13/2012 | Common Stock (\$1 par value) 25 |

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This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.

This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full on August 12, 2011.

- (7) Graduated percentages of the option, however, will become exercisable on August 12, 2006, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.

The reporting person's Form 4 filed August 11, 2004, indicated in Table II the grant of 3,002 stock equivalent units. These units were never issued to the reporting person. Accordingly, the number of derivative securities beneficially owned following reported transaction has been reduced to show the correct number of stock equivalent units held by the reporting person.

- (8) The reporting person's Form 4 filed August 11, 2004, indicated in Table II the grant of 3,002 stock equivalent units. These units were never issued to the reporting person. Accordingly, the number of derivative securities beneficially owned following reported transaction has been reduced to show the correct number of stock equivalent units held by the reporting person.
- (9) Stock equivalents issued at fair market value (the average of the high and low selling price of Meredith Common Stock on the issue date), pursuant to Meredith Corp.'s deferred compensation plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the reporting person's retirement from or termination of Meredith Corp. employment. Quarterly dividends are accrued in the form of additional stock equivalents. Data in this footnote would normally appear in the Title, Exercisable Date, and Price columns.

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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