

MEREDITH CORP
Form 4
November 16, 2004

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 *
HENRY FREDERICK B

(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)
11/16/2004

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)

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 (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock (\$1 par value) (1) | 11/16/2004 | | M | | 2,000 \$ 34.6 | 2,000 | D |
| Common Stock (\$1 par value) (1) | 11/16/2004 | | S | | 100 \$ 52.69 | 1,900 | D |
| Common Stock (\$1 par value) (1) | 11/16/2004 | | S | | 500 \$ 52.65 | 1,400 | D |

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| | | | | | | | | |
|--|------------|---|-----|---|----------|---------|---|----------|
| Common Stock (\$1 par value) <u>(1)</u> | 11/16/2004 | S | 700 | D | \$ 52.55 | 700 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 11/16/2004 | S | 100 | D | \$ 52.54 | 600 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 11/16/2004 | S | 400 | D | \$ 52.52 | 200 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 11/16/2004 | S | 100 | D | \$ 52.51 | 100 | D | |
| Common Stock (\$1 par value) <u>(1)</u> | 11/16/2004 | S | 100 | D | \$ 52.5 | 0 | D | |
| Class B Common Stock (\$1 par value) <u>(2)</u> | | | | | | 457,661 | I | by Trust |
| Common Stock (\$1 par value) <u>(2)</u> | | | | | | 83,478 | I | by Trust |

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 (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 | Expiration | Title | Amo or Num of Share |
|---|-----------|------------|------|---|-------|-----|-------------|------------|--|---------------------------------|
| | | | | | | | Exercisable | Date | | |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 34.6 | 11/16/2004 | M | | 2,000 | | 11/13/2002 | 11/13/2011 | Common Stock (\$1 par value) | 2,000 |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 45.275 | | | | | | 11/12/2003 | 11/12/2012 | Common Stock (\$1 par value) | 2,000 |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 49.75 | | | | | | 11/11/2004 | 11/11/2013 | Common Stock (\$1 par value) | 6,000 |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 51.975 | | | | | | 11/09/2005 | 11/09/2014 | Common Stock (\$1 par value) | 6,000 |
| Stock equivalent units | \$ 0 | | | | | | 08/08/1988 | 08/08/1988 | Common Stock (\$1 par value) <u>(3)</u> | 1,500 |

Reporting Owners

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

Signatures

By: John S. Zieser, Attorney-in-Fact For: Frederick B.
Henry 11/16/2004

 **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) This option was awarded pursuant to the Meredith Corp. Stock Plan for Non-employee Directors and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.
- Shares held at Bankers Trust Co. and Wells Fargo Bank in various Trusts for the benefit of the reporting person and his immediate family.
- (2) The reporting person is Co-Trustee and has or shares in voting and dispositive power. Except to the extent of the reporting person's pecuniary interest, the reporting person disclaims beneficial ownership.

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- 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 2002 Stock Plan for Non-employee Directors (the "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 service on the Meredith Board of Directors. 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.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.