

MEREDITH CORP  
Form 4  
December 14, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**

2. Issuer Name and Ticker or Trading Symbol  
**MEREDITH CORP [MDP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1716 LOCUST STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/13/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**DES MOINES, IA 50309-3023**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) <u>(1)</u> | 12/13/2004                           |  | S                              |   | 800 D \$ 53.84  | 52,178   | I by Trust                        |
| Common Stock (\$1 par value) <u>(1)</u> | 12/13/2004                           |  | S                              |   | 300 D \$ 53.84  | 51,878   | I by Trust                        |
| Common Stock (\$1 par value) <u>(1)</u> | 12/13/2004                           |  | S                              |   | 200 D \$ 53.84  | 51,678   | I by Trust                        |

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|  |            |   |       |   |          |        |   |          |
|--|------------|---|-------|---|----------|--------|---|----------|
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 100   | D | \$ 53.87 | 51,578 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 100   | D | \$ 53.85 | 51,478 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 300   | D | \$ 53.84 | 51,178 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 300   | D | \$ 53.89 | 50,878 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 700   | D | \$ 53.89 | 50,178 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 900   | D | \$ 53.9  | 49,278 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 100   | D | \$ 53.89 | 49,178 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 1,800 | D | \$ 53.9  | 47,378 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 600   | D | \$ 53.89 | 46,778 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 900   | D | \$ 53.91 | 45,878 | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u> | 12/13/2004 | S | 200   | D | \$ 53.89 | 45,678 | I | by Trust |
|  | 12/13/2004 | S | 200   | D |          | 45,478 | I | by Trust |

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|  |            |   |     |   |          |         |   |          |
|--|------------|---|-----|---|----------|---------|---|----------|
| Common Stock (\$1 par value)<br><u>(1)</u>         |            |   |     |   | \$ 53.89 |         |   |          |
| Common Stock (\$1 par value)<br><u>(1)</u>         | 12/13/2004 | S | 500 | D | \$ 53.91 | 44,978  | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u>         | 12/13/2004 | S | 300 | D | \$ 53.91 | 44,678  | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u>         | 12/13/2004 | S | 100 | D | \$ 53.92 | 44,578  | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u>         | 12/13/2004 | S | 900 | D | \$ 53.92 | 43,678  | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u>         | 12/13/2004 | S | 100 | D | \$ 53.92 | 43,578  | I | by Trust |
| Common Stock (\$1 par value)<br><u>(1)</u>         | 12/13/2004 | S | 100 | D | \$ 53.92 | 43,478  | I | by Trust |
| Class B Common Stock (\$1 par value)<br><u>(1)</u> |            |   |     |   |          | 457,661 | I | by Trust |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. | 5. Transaction Number of Derivative (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|----|--|--|---|
|--|------------------------------------|--------------------------------------|--|----|--|--|---|

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| Derivative Security                                     |           | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title                                      | Amount or Number of Shares |
|---|-----------|---|-----------|------------------|-----------------|--|----------------------------|
|   |           | Code  | V (A) (D) |                  |                 |  |                            |
| Non-Qualified Stock Option (right to buy)<br><u>(2)</u> | \$ 45.275 |   |           | 11/12/2003       | 11/12/2012      | Common Stock (\$1 par value)               | 2,000                      |
| Non-Qualified Stock Option (right to buy)<br><u>(2)</u> | \$ 49.75  |   |           | 11/11/2004       | 11/11/2013      | Common Stock (\$1 par value)               | 6,000                      |
| Non-Qualified Stock Option (right to buy)<br><u>(2)</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)<br><u>(3)</u> | 1,508                      |

## Reporting Owners

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

## Signatures

By: John S. Zieser, Attorney-in-Fact For: Frederick B. Henry 12/14/2004

\_\_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).

Shares held at Bankers Trust Co. and Wells Fargo Bank in various Trusts for the benefit of the reporting person and his immediate family.

(1) 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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- (2) 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.

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

- (3) 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.

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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