

MEREDITH CORP
 Form 4/A
 February 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Harty Thomas H

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

DES MOINES, IA 50309

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/03/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President-National Media Group

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 or Price		
Common Stock (Restricted) (\$1 par value) ⁽¹⁾	01/30/2016		F		\$ 42.31 ⁽²⁾	D	
Common Stock (\$1 par value) ⁽³⁾					27,000	D	
Common Stock (\$1 par value) ⁽⁴⁾					2,556.43	I	401(k)

Common Stock (\$1 par value) ⁽⁴⁾ 2,310.715 I by Managed Account

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units ⁽⁵⁾	\$ 0					08/08/1988	08/08/1988	Common Stock (\$1 par value)	21,687
Non-Qualified Stock Option (right to buy) ⁽⁶⁾	\$ 44.72					08/08/1988	08/08/1988	Common Stock (\$1 par value)	199,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harty Thomas H
1716 LOCUST STREET
DES MOINES, IA 50309

President-National Media Group

Signatures

By: Tonya Cochran, by Power of Attorney For: Thomas H. Harty

02/03/2016

__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) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (2) amendment to include or correct price
- (3) Shares held by the reporting person in street name.
- (4) Shares held in the reporting person's Meredith Corporation Savings & Investment Plan and/or Meredith Corporation Employee Stock Purchase Plan account. Quarterly dividends on these shares are paid in the form of additional Common Stock, \$1 par value.
- (5) Restricted Stock Units granted pursuant to Meredith Corporation's 2014 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the completion of a three-year or five-year period of service.
- (6) Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety on the third anniversary of the grant date, expires on the 10th anniversary of the grant date, and has an exercise price as specified in the award agreement.

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.