FRAZIER MEREDITH D MELL
Form 4
December 19, 2017

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 *
FRAZIER MEREDITH D MELL

(Last) (First) (Middle)

1716 LOCUST STREET

(Street)

DES MOINES, IA 50306

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $1.00 per share	12/15/2017		M		6,000	A	$ 18.56	6,000	D	
Common Stock, par value $1.00 per share	12/15/2017		F		1,589	D	$ 70.1	4,411	D	
Common Stock, par value $1.00 per share	12/15/2017		M		6,000	A	$ 28.24	10,411	D	

Common Stock, par value $1.00 per share	12/15/2017	F	2,418	D	$ 70.1	7,993	D	
Common Stock, par value $1.00 per share	12/15/2017	M	6,000	A	$ 34.1	13,993	D	
Common Stock, par value $1.00 per share	12/15/2017	F	2,919	D	$ 70.1	11,074	D	
Common Stock, par value $1.00 per share	12/15/2017	M	10,845	A	$ 26.55	21,919	D	
Common Stock, par value $1.00 per share	12/15/2017	F	4,108	D	$ 70.1	17,811	D	
Common Stock, par value $1.00 per share	12/15/2017	M	8,100	A	$ 32.32	25,911	D	
Common Stock, par value $1.00 per share	12/15/2017	F	3,735	D	$ 70.1	22,176	D	
Common Stock, par value $1.00 per share	12/15/2017	S	22,176	D	$ 69.85 (1)	0	D	
Common Stock, par value $1.00 per share						15,024 (2)	I	Trusts
Common Stock, par value $1.00 per share						1,695	I	401(k)

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

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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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 18.56	12/15/2017		M			6,000	(3)	11/06/2018	Common Stock	6,000	
Stock Option	$ 28.24	12/15/2017		M			6,000	(4)	11/08/2019	Common Stock	6,000	
Stock Option	$ 34.1	12/15/2017		M			6,000	(5)	11/03/2020	Common Stock	6,000	
Stock Option	$ 26.55	12/15/2017		M			10,845	(6)	11/09/2021	Common Stock	10,845	
Stock Option	$ 32.32	12/15/2017		M			8,100	(7)	11/07/2022	Common Stock	8,100	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAZIER MEREDITH D MELL 1716 LOCUST STREET DES MOINES, IA 50306	X	X		

Signatures

/s/ D. Mell Meredith Frazier	12/19/2017
**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) The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $69.45 to $70.25. The undersigned undertakes to provide Meredith Corporation ("Meredith"), any security holder of Meredith or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(2) Common stock includes restricted shares and shares held by the reporting person in a street name account.

(3) Stock options become exercisable one-third per year over a three-year period beginning on November 6, 2009.

(4) Stock options become exercisable one-third per year over a three year period beginning on November 5, 2010.

(5) Stock options become exercisable one-third per year over a three year period beginning on November 3, 2011.

(6) Stock options become exercisable one-third per year over a three year period beginning on November 9, 2012.

(7) Stock options become exercisable one-third per year over a three year period beginning on November 7, 2013.

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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