

FRAZIER MEREDITH D MELL

Form 4

December 19, 2017

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

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

OMB APPROVAL

OMB
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(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)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
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	

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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 <u>(1)</u>	0	D	
Common Stock, par value \$1.00 per share						15,024 <u>(2)</u>	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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(9-02)

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

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.

(1) 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.

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- (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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