

Edgar Filing: BELL DAVID ARTHUR - Form 4

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
Stock Option (right to buy)	\$ 6.42	07/13/2011		D	50,000	<u>(2)</u> 12/31/2013	Common Stock	50,000
Stock Option (right to buy)	\$ 12.12	07/13/2011		D	8,333	<u>(3)</u> 05/24/2012	Common Stock	8,333
Stock Option (right to buy)	\$ 48.06	07/13/2011		D	4,166	<u>(4)</u> 05/17/2011	Common Stock	4,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELL DAVID ARTHUR		X		

Signatures

/s/ KEITH L. BELKNAP, JR., as
 Attorney-in-Fact
 07/15/2011

**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) Disposed of pursuant to an Agreement and Plan of Merger between PRIMEDIA Inc. (the "Company"), Pittsburgh Holdings, LLC and Pittsburgh Acquisition, Inc. (the "Merger Agreement") in exchange for a cash payment of \$7.10 per share (the "Merger Consideration") on the effective date of the merger.
- (2) This option, which provided for vesting in three equal annual installments beginning December 31, 2008, pursuant to the Merger Agreement was cancelled and converted into the right to receive a cash payment, less any applicable tax withholding, equal to the product of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective time of the Merger.

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(3) This option, which provided for vesting in four equal annual installments beginning May 24, 2002, pursuant to the Merger Agreement was cancelled and converted into the right to receive an amount in cash, less any applicable tax withholding, equal to the product of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective time of the Merger. Because the option exercise price of \$12.12 per share exceeds the Merger Consideration of \$7.10 per share, no consideration is being given in exchange for the cancellation of this option.

(4) This option, which provided for vesting in four equal annual installments beginning May 17, 2001, pursuant to the Merger Agreement was cancelled and converted into the right to receive an amount in cash, less any applicable tax withholding, equal to the product of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective time of the Merger. Because the option exercise price of \$48.06 per share exceeds the Merger Consideration of \$7.10 per share, no consideration is being given in exchange for the cancellation of this option.

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.