

Edgar Filing: MEDIA GENERAL INC - Form 4

[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 (mm/dd/yy) | 2A. Deemed Execution Date, if any, (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Price |
|---------------------------------------|---|---|---|---|--|------------------|-------|
| | | | Code | V | Amount | (A) or (D) | |
| Class A Common Stock | 1/29/03 | | A | | 45,500 | A | 4 |
| Class A Common Stock | | | | | | | 5 |
| Class A Common Stock | | | | | | | 2 |
| Class A Common Stock | | | | | | | 2 |
| Class B Common Stock | | | | | | | 8 |
| Class B Common Stock | | | | | | | 3 |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date | 7. Title and Amou of Underlying Securities (Instr. 3 and ----- Amou or Numb of Shar |
|--|---|--|---|--|--|---|---|
|--|---|--|---|--|--|---|---|

| | | | | | | | | |
|-------------------------|--------|---------|--|---|--------|-------------|----------------------------|-----|
| Phantom Stock Units (1) | | | | A | 134 | | Class A Common Stock | 134 |
| Stock option | 56.025 | 1/29/03 | | A | 35,100 | (2) 1/29/13 | Class A Common Stock | 35, |

(1) Monthly units acquired, including 2/25/03 allocation, under Company deferred compensation plan, final balance of which is distributed upon employee's termination of service.
(2) Options granted under 1996 Non-Qualified Stock Option Plan, exercisable 1/3 per year on January 29, 2004, 2005, and 2006.

Explanation of Responses:

/s/ J. Stewart Bryan III, by George L. Mahoney, Attorney-in-fact 2/27/03

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal

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Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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