

MEREDITH CORP
 Form 4/A
 February 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
LACY STEPHEN M

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

DES MOINES, IA 50309-3023

(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)
 Chairman, President & CEO

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	D	
Common Stock (\$1 par value) ⁽²⁾					24,298	D	
Common Stock (\$1 par value) ⁽³⁾					11,769	I	by Managed Account

Common Stock (\$1 par value) ⁽⁴⁾ 2,600 D

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

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(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
Stock equivalent units	\$ 0					08/08/1988	08/08/1988	Common Stock (\$1 par value)	56,130
Non-Qualified Stock Option (right to buy)	\$ 44.72					08/08/1988	08/08/1988	Common Stock (\$1 par value)	460,000
Restricted Stock Units	\$ 0					08/08/1988	08/08/1988	Common Stock (\$1 par value)	46,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACY STEPHEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023	X		Chairman, President & CEO	

Signatures

By: Tonya Cochran, by Power of Attorney For: Stephen M. Lacy 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) Shares held in reporting person's registered account and in a street name account.
- (3) Shares held in reporting person's IRA and Meredith Corp. Savings & Investment Plan accounts, upon which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).
- (4) Shares held by reporting person in a registered account & in street name account with spouse.

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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