

Harty Thomas H
Form 4
August 15, 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 *
Harty Thomas H

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

DES MOINES, IA 50309

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2017

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)
President and COO

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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock (\$1 par value) ⁽¹⁾ | 08/12/2017 | | M | | 8,350 | A | 25,852 | D | |
| Common Stock (\$1 par value) ⁽¹⁾ | 08/12/2017 | | F | | 4,216 | D | \$ 56.8 | 21,636 | D |
| Common Stock (Restricted) (\$1 par value) ⁽³⁾ | | | | | | | 2,594 | D | |

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Common Stock (\$1 par value) ⁽⁴⁾ 2,004 I by Managed Account

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | |
| | | | | Code | V | (A) | (D) | Title |
| Non-Qualified Stock Option (right to buy) | \$ 58 | 08/08/2017 | | A | 41,000 | 08/08/2020 | 08/08/2027 | Common Stock (\$1 par value) |
| Restricted Stock Units | \$ 0 | 08/08/2017 | | A | 12,000 | <u>(5)</u> | <u>(5)</u> | Common Stock (\$1 par value) |
| Restricted Stock Units | \$ 0 | 08/12/2017 | | M | 8,350 | <u>(6)</u> | <u>(6)</u> | Common Stock (\$1 par value) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harty Thomas H 1716 LOCUST STREET DES MOINES, IA 50309 | | | President and COO | |

Signatures

By: Kara Brodell, by Power of Attorney For: Thomas H. Harty 08/15/2017

**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) Shares held by the reporting person in a street name account.
- (2) Represents a restricted stock unit vesting.
- (3) 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.
- (4) Shares held in the reporting person's Meredith Corporation Employee Stock Purchase Plan account. Quarterly dividends on these shares are paid in the form of additional Common Stock, \$1 par value.
- (5) Restricted Stock Units granted pursuant to Meredith Corporation's 2014 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a 1-for-1 basis upon the completion of a three-year period of service. Quarterly dividends are paid in cash.
- (6) Restricted Stock Units granted pursuant to Meredith Corporation's 2004 Stock Incentive Plan which were converted to Common Stock (\$1 par value) on August 12, 2017.

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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