

GRIFFIN JOHN H JR  
Form 4  
January 30, 2006

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GRIFFIN JOHN H JR

(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)

01/28/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President - Publishing Group

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_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 (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 (Restricted) (\$1 par value) (1)	01/28/2006		A	472	A \$ 0 10,672	D	
Common Stock (\$1 par value) (2)					3,000	D	
Common Stock (\$1 par value) (3)					761	I	by Managed Account

# Edgar Filing: GRIFFIN JOHN H JR - Form 4

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

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SEC 1474  
(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 or Number of Shares
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 46.165					08/12/2006 08/12/2013	Common Stock (\$1 25,000 par value)
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 49.1					08/09/2008 08/09/2015	Common Stock (\$1 26,667 par value)
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 49.97					08/10/2007 08/10/2014	Common Stock (\$1 40,000 par value)
Restricted stock units	\$ 0					08/08/1988 08/08/1988	Common Stock (\$1 4,456 par value) <u>(5)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRIFFIN JOHN H JR 1716 LOCUST STREET DES MOINES, IA 50309-3023	President - Publishing Group

## Signatures

By: John S. Zieser, Attorney-in-Fact For: John H. Griffin, Jr.

01/30/2006

\_\_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, as specified in each award agreement.

(2) Shares held by the reporting person in street name.

Mr. Griffin holds 400 shares of Common Stock (\$1 par value) in his IRA account and the balance in his Meredith Corporation Employee Stock Purchase Plan (ESPP) account. Quarterly dividends on the ESPP shares are paid in the form of additional Common Stock, \$1 par value. This footnote would normally be included in column 4.

(4) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.

Restricted stock units granted pursuant to Meredith Corp.'s 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of specified EPS growth targets and the completion of a three-year period of service. Quarterly dividends are accrued in the form of additional restricted stock units.

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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