

MEDIA GENERAL INC
Form 4
November 13, 2013

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 *
MORTON MARSHALL N

(Last) (First) (Middle)

333 EAST FRANKLIN STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

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)
Vice Chairman

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 | (A) or (D) | Price |
| Class A Common Stock (\$5.00 par value) | 11/12/2013 | | D | | 181,446 | D | 0 |
| Voting Common Stock (no par value) | 11/12/2013 | | A | | 181,446 | A | 181,446 |

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 32.5 | 11/12/2013 | | D | 8,000 | <u>(2)</u> 12/31/2015 | Class A Common Stock (\$5.00 par value) | 8,000 | |
| Employee Stock Option (right to buy) | \$ 63.23 | 11/12/2013 | | D | 22,100 | <u>(3)</u> 12/31/2013 | Class A Common Stock (\$5.00 par value) | 22,100 | |
| Employee Stock Option (right to buy) | \$ 63.18 | 11/12/2013 | | D | 24,700 | <u>(4)</u> 12/31/2013 | Class A Common Stock (\$5.00 par value) | 24,700 | |
| Employee Stock Option (right to buy) | \$ 49.66 | 11/12/2013 | | D | 52,300 | <u>(5)</u> 12/31/2013 | Class A Common Stock (\$5.00 par value) | 52,300 | |
| Employee Stock Option (right to buy) | \$ 20.3 | 11/12/2013 | | D | 42,100 | <u>(6)</u> 12/31/2013 | Class A Common Stock (\$5.00 par value) | 42,100 | |
| Employee Stock Option (right to buy) | \$ 32.5 | 11/12/2013 | | A | 8,000 | <u>(2)</u> 12/31/2015 | Voting Common Stock (no par value) | 8,000 | |

| | | | | | | | | |
|--|----------|------------|---|--------|-----|------------|---|-----|
| Employee Stock Option (right to buy) | \$ 63.23 | 11/12/2013 | A | 22,100 | (3) | 12/31/2013 | Voting Common Stock (no par value) | 22, |
| Employee Stock Option (right to buy) | \$ 63.18 | 11/12/2013 | A | 24,700 | (4) | 12/31/2013 | Voting Common Stock (no par value) | 24, |
| Employee Stock Option (right to buy) | \$ 49.66 | 11/12/2013 | A | 52,300 | (5) | 12/31/2013 | Voting Common Stock (no par value) | 52, |
| Employee Stock Option (right to buy) | \$ 20.3 | 11/12/2013 | A | 42,100 | (6) | 12/31/2013 | Voting Common Stock (no par value) | 42, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| MORTON MARSHALL N 333 EAST FRANKLIN STREET RICHMOND, VA 23219 | X | | | Vice Chairman |

Signatures

/s/ Marshall N. Morton, by Andrew C. Carington,
Attorney-in-fact

11/13/2013

__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).

- On November 12, 2013, in conjunction with Media General, Inc.'s closing of the business combination transaction with New Young Broadcasting Holding Co., Inc., Media General, Inc. completed a reclassification of its capital stock. Pursuant to such reclassification,
- (1) each share of the reporting person's Class A Common Stock (\$5.00 par value) was reclassified into one share of Voting Common Stock (no par value). Equity-based awards granted pursuant to plans that are granted or remain outstanding after the reclassification are exercisable or convertible, as applicable, into shares of Voting Common Stock.
 - (2) Options were granted under the Media General, Inc. 1987 Non-Qualified Stock Option Plan, which are set to expire on 12/31/2015.
 - (3) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2007.
 - (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.
 - (5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.

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(6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2011.

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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