

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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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 *
Carington Andrew C.

(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)
VP and General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (\$5.00 par value)	11/12/2013		D	8,300	D <u>(1)</u> 0	D	
Voting Common Stock (no par value)	11/12/2013		A	8,300	A <u>(1)</u> 8,300	D	
Class A Common Stock	11/12/2013		D	3,011	D <u>(1)</u> 0	I	401(k) Plan

(\$5.00 par value)

Voting

Common Stock (no par value)

11/12/2013

A

3,011

A

1

3,011

I

401(k) Plan

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
Employee Stock Option (right to buy)	\$ 63.23	11/12/2013		D	1,000	<u>(5)</u> 01/28/2014	Class A Common Stock (\$5.00 par value) 1,000
Employee Stock Option (right to buy)	\$ 63.18	11/12/2013		D	1,500	<u>(6)</u> 01/27/2015	Class A Common Stock (\$5.00 par value) 1,500
Employee Stock Option (right to buy)	\$ 49.66	11/12/2013		D	2,700	<u>(7)</u> 01/26/2016	Class A Common Stock (\$5.00 par value) 2,700
Employee Stock Option (right to buy)	\$ 20.3	11/12/2013		D	4,000	<u>(8)</u> 01/29/2018	Class A Common Stock (\$5.00 par value) 4,000
Employee Stock	\$ 2.16	11/12/2013		D	3,000	<u>(9)</u> 01/29/2019	Class A Common 3,000

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Option (right to buy)								Stock (\$5.00 par value)	
Employee Stock Option (right to buy)	\$ 8.9	11/12/2013	D	4,300	<u>(10)</u>	01/28/2020	Class A Common Stock (\$5.00 par value)	4,300	
Employee Stock Option (right to buy)	\$ 5.2	11/12/2013	D	3,200	<u>(11)</u>	01/27/2021	Class A Common Stock (\$5.00 par value)	3,200	
Employee Stock Option (right to buy)	\$ 4.98	11/12/2013	D	5,500	<u>(12)</u>	01/26/2022	Class A Common Stock (\$5.00 par value)	5,500	
Employee Stock Option (right to buy)	\$ 4.26	11/12/2013	D	8,500	<u>(13)</u>	01/31/2023	Class A Common Stock (\$5.00 par value)	8,500	
Employee Stock Option (right to buy)	\$ 63.23	11/12/2013	A	1,000	<u>(5)</u>	01/28/2014	Voting Common Stock (no par value)	1,000	
Employee Stock Option (right to buy)	\$ 63.18	11/12/2013	A	1,500	<u>(6)</u>	01/27/2015	Voting Common Stock (no par value)	1,500	
Employee Stock Option (right to buy)	\$ 49.66	11/12/2013	A	2,700	<u>(7)</u>	01/26/2016	Voting Common Stock (no par value)	2,700	
Employee Stock Option (right to buy)	\$ 20.3	11/12/2013	A	4,000	<u>(8)</u>	01/29/2018	Voting Common Stock (no par value)	4,000	
Employee Stock Option	\$ 2.16	11/12/2013	A	3,000	<u>(9)</u>	01/29/2019	Voting Common Stock (no	3,000	

								par value)
(right to buy)								
Employee Stock Option (right to buy)	\$ 8.9	11/12/2013	A	4,300	<u>(10)</u>	01/28/2020	Voting Common Stock (no par value)	4,300
Employee Stock Option (right to buy)	\$ 5.2	11/12/2013	A	3,200	<u>(11)</u>	01/27/2021	Voting Common Stock (no par value)	3,200
Employee Stock Option (right to buy)	\$ 4.98	11/12/2013	A	5,500	<u>(12)</u>	01/26/2022	Voting Common Stock (no par value)	5,500
Employee Stock Option (right to buy)	\$ 4.26	11/12/2013	A	8,500	<u>(13)</u>	01/31/2023	Voting Common Stock (no par value)	8,500
Phantom Stock	<u>(3)</u>	11/12/2013	D	671	<u>(2)</u>	<u>(2)</u>	Class A Common Stock (\$5.00 par value)	671
Phantom Stock	<u>(3)</u>	11/12/2013	A	671	<u>(2)</u>	<u>(2)</u>	Voting Common Stock (no par value)	671
Deferred Stock Units	<u>(4)</u>	11/12/2013	A	40,984	<u>(4)</u>	<u>(4)</u>	Voting Common Stock (no par value)	40,984

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carington Andrew C. 333 EAST FRANKLIN STREET RICHMOND, VA 23219			VP and General Counsel	

Signatures

/s/ Andrew C.
Carington

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).

(1) 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, 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) Units are payable in cash following the termination of the reporting person's employment. Upon attaining age 55, the reporting person may transfer the units into an alternative investment account at any time.

(3) Units acquired under the Company's Supplemental 401(k) deferred compensation plan. Each unit is the economic equivalent of one share of common stock.

(4) Mr. Carington received, upon the closing of the business combination transaction with New Young Broadcasting Holding Co., Inc., the number of stock units equal to the amount determined by dividing the officer's base salary by the closing per share price (\$9.76) of Media General, Inc.'s Class A Common Stock on the date of the public announcement of the transaction, June 6, 2013. One-half of the stock units granted to the officer shall vest on each of the first and second anniversaries of the closing of the transaction, subject to the officer's employment with Media General, Inc. through each such anniversary date. Each vested stock unit will entitle the officer to a payment in cash on the settlement date in an amount equal to the closing price per share of Media General, Inc.'s Voting Common Stock on the date of vesting.

(5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2007.

(6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.

(7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.

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

(9) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2012.

(10) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.

(11) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 27, 2012, 2013, and 2014.

(12) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.

(13) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 31, 2014, 2015, and 2016.

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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