

PENTON MEDIA INC
Form 4
February 22, 2005

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 *
VICE PRESTON L

(Last) (First) (Middle)
PENTON MEDIA, INC., 1300
EAST 9TH STREET
(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PENTON MEDIA INC [PTON]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2005

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 below) ___ Other (specify below)
CFO and Secretary

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value, \$0.01 per share | 02/22/2005 | | M | 8,720 A | \$ 0.12 199,961 | D | |
| Common Stock, par value, \$0.01 per share ⁽¹⁾ | | | | | 1,527 | I | common stock in 401 K Plan Account ⁽¹⁾ |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option - Right to Buy ⁽²⁾ | \$ 0.37 | | | | | 02/06/2004 | 02/06/2011 | Common Stock | 5,000 |
| Stock Option - Right to Buy ⁽²⁾ | \$ 0.37 | | | | | 02/01/2003 | 02/01/2010 | Common Stock | 5,000 |
| Stock Option - Right to Buy ⁽²⁾ | \$ 0.37 | | | | | 01/27/2002 | 01/27/2009 | Common Stock | 5,000 |
| Stock Option - Right to Buy ⁽²⁾ | \$ 0.37 | | | | | 08/07/2001 | 08/07/2008 | Common Stock | 10,000 |
| Stock Option - Right to Buy ⁽²⁾ | \$ 6.89 | | | | | 11/16/2004 | 11/16/2011 | Common Stock | 20,000 |
| Stock Option - Right to Buy ⁽²⁾ ⁽³⁾ | \$ 0.9 | | | | | 02/03/2007 | 02/03/2014 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VICE PRESTON L PENTON MEDIA, INC. 1300 EAST 9TH STREET CLEVELAND, OH 44114 | | | CFO and Secretary | |

Signatures

Preston L. Vice 02/22/2005

__Signature of Date
Reporting Person

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) Common Stock in 401-K Plan Account.
- (2) Vested shares cannot be voted or transferred until distribution of certificate therefore upon full vesting of award or earlier termination of employment.
- (3) Scheduled to vest 1/3 per year on anniversary of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.