MEDIA GENERAL INC
Form 4
November 13, 2013

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Butler John A

(Last) (First) (Middle)

333 EAST FRANKLIN ST

(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
__X__ Officer (give title below) _____ Other (specify below)
Treasurer

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock ($5.00 par value) | 11/12/2013 | | D | | 5,900 | D | (1) | 0 | D | |
| Voting Common Stock (no par value) | 11/12/2013 | | A | | 5,900 | A | (1) | 5,900 | D | |
| Class A Common Stock | 11/12/2013 | | D | | 4,974 | D | (1) | 0 | I | 401(k) Plan |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| ($5.00 par value) | | | | | | | | | |
| Voting Common Stock (no par value) | 11/12/2013 | | A | | 4,974 | A | [(1)](#) | 4,974 | I | 401(k) Plan |

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 required to respond unless the form displays a currently valid OMB control number.**

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 | | | 700 | (2) | 01/28/2014 | Class A Common Stock ($5.00 par value) | 700 |
| Employee Stock Option (right to buy) | $ 63.18 | 11/12/2013 | | D | | | 800 | (3) | 01/27/2015 | Class A Common Stock ($5.00 par value) | 800 |
| Employee Stock Option (right to buy) | $ 49.66 | 11/12/2013 | | D | | | 1,700 | (4) | 01/26/2016 | Class A Common Stock ($5.00 par value) | 1,700 |
| Employee Stock Option (right to buy) | $ 20.3 | 11/12/2013 | | D | | | 2,600 | (5) | 01/29/2018 | Class A Common Stock ($5.00 par value) | 2,600 |
| | $ 2.16 | 11/12/2013 | | D | | | 3,300 | (6) | 01/29/2019 | | 3,300 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Employee Stock Option (right to buy) | | | | | | | | Class A Common Stock ($5.00 par value) | |
| Employee Stock Option (right to buy) | $ 8.9 | 11/12/2013 | D | | 4,700 | (7) | 01/28/2020 | Class A Common Stock ($5.00 par value) | 4,700 |
| Employee Stock Option (right to buy) | $ 5.2 | 11/12/2013 | D | | 4,600 | (8) | 01/27/2021 | Class A Common Stock ($5.00 par value) | 4,600 |
| Employee Stock Option (right to buy) | $ 4.98 | 11/12/2013 | D | | 3,900 | (9) | 01/26/2022 | Class A Common Stock ($5.00 par value) | 3,900 |
| Employee Stock Option (right to buy) | $ 4.26 | 11/12/2013 | D | | 6,100 | (10) | 01/31/2023 | Class A Common Stock ($5.00 par value) | 6,100 |
| Employee Stock Option (right to buy) | $ 63.23 | 11/12/2013 | A | 700 | | (2) | 01/28/2014 | Voting Common Stock (no par value) | 700 |
| Employee Stock Option (right to buy) | $ 63.18 | 11/12/2013 | A | 800 | | (3) | 01/27/2015 | Voting Common Stock (no par value) | 800 |
| Employee Stock Option (right to buy) | $ 49.66 | 11/12/2013 | A | 1,700 | | (4) | 01/26/2016 | Voting Common Stock (no par value) | 1,700 |
| Employee Stock Option (right to buy) | $ 20.3 | 11/12/2013 | A | 2,600 | | (5) | 01/29/2018 | Voting Common Stock (no par value) | 2,600 |
| | $ 2.16 | 11/12/2013 | A | 3,300 | | (6) | 01/29/2019 | | 3,300 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Employee Stock Option (right to buy) | | | | | | | Voting Common Stock (no par value) | |
| Employee Stock Option (right to buy) | $ 8.9 | 11/12/2013 | A | 4,700 | (7) | 01/28/2020 | Voting Common Stock (no par value) | 4,700 |
| Employee Stock Option (right to buy) | $ 5.2 | 11/12/2013 | A | 4,600 | (8) | 01/27/2021 | Voting Common Stock (no par value) | 4,600 |
| Employee Stock Option (right to buy) | $ 4.98 | 11/12/2013 | A | 3,900 | (9) | 01/26/2022 | Voting Common Stock (no par value) | 3,900 |
| Employee Stock Option (right to buy) | $ 4.26 | 11/12/2013 | A | 6,100 | (10) | 01/31/2023 | Voting Common Stock (no par value) | 6,100 |

# Reporting Owners

| **Reporting Owner Name / Address** | **Relationships** | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Butler John A<br>333 EAST FRANKLIN ST<br>RICHMOND, VA 23219 | | | Treasurer | |

# Signatures

| | |
|---|---|
| /s/ John A Butler, 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).

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

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

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

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

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

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

**(8)** 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.

**(9)** 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.

**(10)** 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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