## Edgar Filing: FONDREN NEAL F - Form 4

FONDREN NEA	LF											
Form 4												
May 01, 2006												
FORM 4	UNITED	STATES	SECU	DITIES /			COMMISSION	т	OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer					Expires:	January 31,						
subject to Section 16.	F CHAN		BENEFI	Estimated	Estimated average burden hours per							
Form 4 or				~				response	•			
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)											
1. Name and Addres	Symbol		d Ticker or	-	5. Relationship of Reporting Person(s) to Issuer							
	MEDIA	A GENER	RAL INC	[MEG]	(Check all applicable)							
(Last)	(First) (I	(Middle) 3. Date of Earliest Transaction										
333 EAST FRANKLIN ST			(Month/Day/Year) 04/28/2006				Director 10% Owner X Officer (give title Other (specify below) below) Vice President					
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check					
Filed(Month/Day/Year)					r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
RICHMOND, V	A 23219						Person	wore than one it	porting			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution I any (Month/Day/Year)		Date, ifTransactionAcquired (A) or CodeCodeDisposed of (D)y/Year)(Instr. 8)(Instr. 3, 4 and 5)			(A) or of (D) and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)					
Reminder: Report or	n a separate line	e for each cla	ass of sec	urities bene	-	-	-					
					inform require	ation cont ed to resp ys a curre	spond to the colle- tained in this form ond unless the for ntly valid OMB co	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Sec Acc (A) Dis of ( (Ins	sposed	s I				(Instr. 5)
			Code V	V (A)	) (D)	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ O	04/28/2006	А	49	,	(2)	(2)	Class A Common Stock	49	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
1	Director	10% Owner	Officer	Other					
FONDREN NEAL F			V. D	• 1					
333 EAST FRANKLIN ST RICHMOND, VA 23219	Vice President								
, 									
Signatures									
/s/ Neal F. Fondren, by George Attorney-in-fact		05/01/2006							
<u>**</u> Signature of Report	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) Units acquired under Company deferred compensation plan, final balance of which is distributed upon employee's termination of service.
- (2) Upon retirement, employee has several options as to the timing and form of payout.
- (3) Additionally, 16,400 non-derivative Class A common shares are held directly.

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.