

MEREDITH CORP

Reported by
HENRY FREDERICK B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/10/17 for the Period Ending 02/09/17

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|-------------|--|
| Address | 1716 LOCUST ST DES MOINES, IA 50309 |
| Telephone | 5152843000 |
| CIK | 0000065011 |
| Symbol | MDP |
| SIC Code | 2721 - Periodicals: Publishing, or Publishing and Printing |
| Industry | Consumer Publishing |
| Sector | Consumer Cyclical |
| Fiscal Year | 06/30 |

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| HENRY FREDERICK B | | | MEREDITH CORP [MDP] | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| 1716 LOCUST STREET | | | 2/9/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| DES MOINES, IA 50309-3023 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| (City) (State) (Zip) | | | | | | <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |
| Common Stock (\$1 par value) (1) | 2/9/2017 | | M | | 1463 | A | \$47.01 | 6207 | D | |
| Common Stock (\$1 par value) (1) | 2/9/2017 | | M | | 2608 | A | \$51.22 | 8815 | D | |
| Common Stock (\$1 par value) (1) | 2/9/2017 | | M | | 4064 | A | \$52.32 | 12879 | D | |
| Common Stock (\$1 par value) (1) | 2/9/2017 | | F | | 6799 | D | \$61.05 | 6080 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option (right to buy) | \$47.01 | 2/9/2017 | | M | | 1463 | | (2) | 11/11/2025 | Common Stock (\$1 par value) | 1463.0 | \$0 | 2926 | D | |
| Non-Qualified Stock Option (right to buy) | \$51.22 | 2/9/2017 | | M | | 2608 | | (2) | 11/12/2024 | Common Stock (\$1 par value) | 2608.0 | \$0 | 1304 | D | |
| Non-Qualified Stock Option (right to buy) | \$52.32 | 2/9/2017 | | M | | 4064 | | (2) | 11/6/2023 | Common Stock (\$1 par value) | 4064.0 | \$0 | 0 | D | |

Explanation of Responses:

- (Common Stock includes restricted shares and shares held by the reporting person in a street name account. Restricted stock is subject to forfeiture and non-1) transferable until vested. Restrictions on the shares lapse on 1/3 of the shares per year commencing on the first anniversary of the grant date.
- (Nonqualified stock options awarded pursuant to the Meredith Corporation 2004 or 2014 Stock Incentive Plan, which become exercisable one-third per year 2) over a three-year period beginning on the first anniversary of the grant date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HENRY FREDERICK B 1716 LOCUST STREET DES MOINES, IA 50309-3023 | X | | | |

Signatures

Kara Brodell, by Power of Attorney for Frederick B. Henry

2/9/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

POWER OF ATTORNEY

Effective November 10, 2016, the undersigned constitutes and appoints:

Joe Ceryanec

Karen Johnson

Andrew Kane

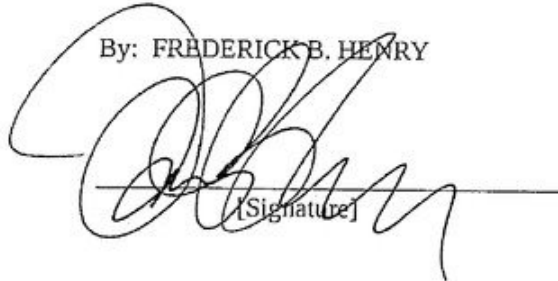
Kara Brodell

as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to sign any and all SEC statements of ownership of securities, including, but not limited to Forms 3, 4, 5, 13G, and Form IDs as required under the Securities Exchange Act of 1934, and Form 144 as required under the Securities Act of 1933, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each act and thing requisite and necessary to be done under said Acts to complete and file the said forms, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the Securities and Exchange Commission. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

Dated: November 10, 2016

By: FREDERICK B. HENRY



(Signature)

