

MEDIA GENERAL INC
Form 4
December 23, 2014

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 *
Shea Kevin T

(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)
12/19/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|---|------------|------|---|--------|-----|------------------|-----------------|------------------------------------|----------------------------|
| | (2) | 12/19/2014 | | | | | | | | |
| Phantom Stock ⁽¹⁾ | (2) | 12/19/2014 | A | | 2,855 | | (3) | (3) | Voting Common Stock (no par value) | 2,855 |
| Phantom Stock | (2) | 12/19/2014 | D | | 2,855 | | (3) | (3) | Voting Common Stock (no par value) | 2,855 |
| Phantom Stock | (2) | 12/19/2014 | D | | 7,741 | | (3) | (3) | Voting Common Stock (no par value) | 7,741 |
| Deferred Stock Units | (4) (5) | 12/19/2014 | A | | 10,000 | | (4)(5) | (4)(5) | Voting Common Stock (no par value) | 10,000 |
| Deferred Stock Units | (4) (5) | 12/19/2014 | D | | 10,000 | | (4)(5) | (4)(5) | Voting Common Stock (no par value) | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shea Kevin T 333 EAST FRANKLIN STREET RICHMOND, VA 23219 | | | X | |

Signatures

/s/ Kevin T. Shea, by Andrew C. Carington,
Attorney-in-fact

12/23/2014

**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) Reports an allocation under the Company deferred compensation plan for (i) a special director award received for services rendered in connection with the Merger and (ii) outside directors' fees, pro-rated to reflect service through the date of the closing of the Merger.
- (2) Each unit is the economic equivalent of one share of Voting Common Stock (no par value).

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- (3) Upon termination of service as a director, the units become payable in accordance with the settlement election of the reporting person.
- On December 19, 2014, Media General, Inc. ("Media General", formerly Mercury New Holdco, Inc.), MGOC, Inc. ("MGOC", formerly Media General, Inc.) and Lin Media LLC ("Lin") consummated a business combination transaction (the "Merger") as a result of which MGOC, Inc. and Lin Media LLC each became a direct wholly owned subsidiary of Media General. Pursuant to the Merger, (i) each share
- (4) of voting common stock of MGOC was converted into one share of voting common stock of Media General ("Voting Common Stock") and (ii) each share representing a limited liability company interest in Lin was converted into 1.4714 shares of Voting Common Stock. Equity-based awards granted pursuant to MGOC plans and Lin plans that were outstanding immediately prior to the Merger were converted into awards in respect of Voting Common Stock at the closing of the Merger.
- Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such
- (5) units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock.

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.