



**Edgar Filing: MEDIA GENERAL INC - Form 5**

Officer (give title below)

Other (specify below)

Chairman and Chief Executive Officer

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price
			Amount	(A) or (D)	
Class A Common Stock					
Class A Common Stock	12/20/02	G	855	D	
Class A Common Stock	12/23/02	G	85	D	4
Class A Common Stock					
Class A Common Stock					2
Class A Common Stock					2
Class B Common Stock					
Class B Common Stock					3

\* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

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(Over)

(Form 5-07/99)

FORM 5 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Stock Option	50.415	12/31/01	A	8,900	(1) 12/31/11	Class A Common Stock 8,900
Stock Option	50.355	1/31/02	A	39,600	(2) 1/31/12	Class A Common Stock 39,600
Phantom Stock (3)			A	1,476		Class A Common Stock 1.476

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Explanation of Responses:

- (1) Options granted under 1996 Non-Qualified Stock Option Plan, exercisable in full on date of grant.
- (2) Options granted under 1996 Non-Qualified Stock Option Plan, exercisable 1/3 per year on January 31, 2003, 2004, and 2005.
- (3) Units acquired quarterly during 2002 under Company deferred compensation plan, to be settled upon employee retirement or other termination of service.

/s/ J. Stewart Bryan III

1/27/03

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\*\*Signature of Reporting Person

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Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.