

MEDIA GENERAL INC
Form 4
August 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
MORTON MARSHALL N

(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)
08/13/2013

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)
Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/13/2013		M		42,100 (1) A \$ 2.16 172,993 (2)	D	
Class A Common Stock	08/13/2013		M		59,000 (1) A \$ 4.98 231,993 (2)	D	
Class A Common Stock	08/13/2013		M		8,133 (1) A \$ 5.2 240,126 (2)	D	
Class A Common	08/13/2013		S		75,907 (1) D \$ 10.5363 164,219 (2)	D	

Stock

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

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(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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	or Disposed of (D)	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date		
				Code	V	(A)	(D)			Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.16	08/13/2013		M		42,100		01/29/2012	12/31/2013	Class A Common Stock	42,100
Employee Stock Option (right to buy)	\$ 4.98	08/13/2013		M		59,000		12/31/2012	12/31/2013	Class A Common Stock	59,000
Employee Stock Option (right to buy)	\$ 5.2	08/13/2013		M		8,133		12/31/2012	12/31/2013	Class A Common Stock	8,133

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTON MARSHALL N 333 EAST FRANKLIN STREET RICHMOND, VA 23219	X			Vice Chairman

Signatures

/s/ Marshall N. Morton, by Andrew C. Carington,
Attorney-in-fact

08/15/2013

__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).

- As a result of these cashless exercises of stock options, Mr. Morton acquired 33,326 additional shares of Class A Common Stock. As
- (1) previously disclosed, these stock options were set to expire on December 31, 2013. Mr. Morton has until December 31, 2013, to exercise his remaining stock options with the exception of 8,000 stock options which are set to expire on December 31, 2015.
 - (2) Balance includes 1,731 shares of Class A Common Stock that were transferred to direct ownership from Mr. Morton's 401(k) account on August 13, 2013.

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.