

MEDIA GENERAL INC  
Form 4  
November 13, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**MAHONEY GEORGE L**

(Last) (First) (Middle)  
  
333 EAST FRANKLIN ST  
  
(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)  
11/12/2013

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)  
President and CEO

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)                                                        | Price                                                                                         |                                                          |                                   |
|                                         |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |
| Class A Common Stock (\$5.00 par value) | 11/12/2013                           |                                                    | D                              | 77,830                                                            | D                                                                                             | 0                                                        | D                                 |
| Voting Common Stock (no par value)      | 11/12/2013                           |                                                    | A                              | 77,830                                                            | A                                                                                             | 77,830                                                   | D                                 |
| Class A Common Stock                    | 11/12/2013                           |                                                    | D                              | 15,763                                                            | D                                                                                             | 0                                                        | I 401(k) Plan                     |

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(\$5.00 par value)

Voting

Common Stock (no par value)

11/12/2013

A

15,763

A

11

15,763

I

401(k) Plan

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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code V                         | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                       |                            |
| Employee Stock Option (right to buy)       | \$ 63.23                                               | 11/12/2013                           |                                                    | D                              | 5,700                                                                                   | <u>(4)</u> 01/28/2014                                    | Class A Common Stock (\$5.00 par value)                     | 5,700                      |
| Employee Stock Option (right to buy)       | \$ 63.18                                               | 11/12/2013                           |                                                    | D                              | 7,300                                                                                   | <u>(5)</u> 01/27/2015                                    | Class A Common Stock (\$5.00 par value)                     | 7,300                      |
| Employee Stock Option (right to buy)       | \$ 49.66                                               | 11/12/2013                           |                                                    | D                              | 12,100                                                                                  | <u>(6)</u> 01/26/2016                                    | Class A Common Stock (\$5.00 par value)                     | 12,100                     |
| Employee Stock Option (right to buy)       | \$ 20.3                                                | 11/12/2013                           |                                                    | D                              | 9,200                                                                                   | <u>(7)</u> 01/29/2018                                    | Class A Common Stock (\$5.00 par value)                     | 9,200                      |
| Employee Stock                             | \$ 8.9                                                 | 11/12/2013                           |                                                    | D                              | 10,700                                                                                  | <u>(8)</u> 01/28/2020                                    | Class A Common                                              | 10,700                     |

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|                                                  |          |            |   |        |             |            |                                                     |                                |  |
|--------------------------------------------------|----------|------------|---|--------|-------------|------------|-----------------------------------------------------|--------------------------------|--|
| Option<br>(right to<br>buy)                      |          |            |   |        |             |            |                                                     | Stock<br>(\$5.00<br>par value) |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 5.2   | 11/12/2013 | D | 12,400 | <u>(9)</u>  | 01/27/2021 | Class A<br>Common<br>Stock<br>(\$5.00<br>par value) | 12,400                         |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 4.98  | 11/12/2013 | D | 18,100 | <u>(10)</u> | 01/26/2022 | Class A<br>Common<br>Stock<br>(\$5.00<br>par value) | 18,100                         |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 4.26  | 11/12/2013 | D | 50,000 | <u>(11)</u> | 01/31/2023 | Class A<br>Common<br>Stock<br>(\$5.00<br>par value) | 50,000                         |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 63.23 | 11/12/2013 | A | 5,700  | <u>(4)</u>  | 01/28/2014 | Voting<br>Common<br>Stock (no<br>par value)         | 5,700                          |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 63.18 | 11/12/2013 | A | 7,300  | <u>(5)</u>  | 01/27/2015 | Voting<br>Common<br>Stock (no<br>par value)         | 7,300                          |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 49.66 | 11/12/2013 | A | 12,100 | <u>(6)</u>  | 01/26/2016 | Voting<br>Common<br>Stock (no<br>par value)         | 12,100                         |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 20.3  | 11/12/2013 | A | 9,200  | <u>(7)</u>  | 01/29/2018 | Voting<br>Common<br>Stock (no<br>par value)         | 9,200                          |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 8.9   | 11/12/2013 | A | 10,700 | <u>(8)</u>  | 01/28/2020 | Voting<br>Common<br>Stock (no<br>par value)         | 10,700                         |  |
| Employee<br>Stock<br>Option                      | \$ 5.2   | 11/12/2013 | A | 12,400 | <u>(9)</u>  | 01/27/2021 | Voting<br>Common<br>Stock (no                       | 12,400                         |  |

| (right to buy)                       |         |            |   |        |      |            |                                         |     | par value) |
|--------------------------------------|---------|------------|---|--------|------|------------|-----------------------------------------|-----|------------|
| Employee Stock Option (right to buy) | \$ 4.98 | 11/12/2013 | A | 18,100 | (10) | 01/26/2022 | Voting Common Stock (no par value)      | 18, |            |
| Employee Stock Option (right to buy) | \$ 4.26 | 11/12/2013 | A | 50,000 | (11) | 01/31/2023 | Voting Common Stock (no par value)      | 50, |            |
| Phantom Stock                        | (3)     | 11/12/2013 | D | 20,763 | (2)  | (2)        | Class A Common Stock (\$5.00 par value) | 20, |            |
| Phantom Stock                        | (3)     | 11/12/2013 | A | 20,763 | (2)  | (2)        | Voting Common Stock (no par value)      | 20, |            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                   |       |
|----------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                | Director      | 10% Owner | Officer           | Other |
| MAHONEY GEORGE L<br>333 EAST FRANKLIN ST<br>RICHMOND, VA 23219 | X             |           | President and CEO |       |

## Signatures

/s/ George L. Mahoney, by Andrew C. Carington,  
Attorney-in fact

11/13/2013

\_\_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).  
On November 12, 2013, in conjunction with Media General, Inc.'s closing of the business combination transaction with New Young Broadcasting Holding Co., Inc., Media General, Inc. completed a reclassification of its capital stock. Pursuant to such reclassification, each share of the reporting person's Class A Common Stock (\$5.00 par value) was reclassified into one share of Voting Common Stock (no par value). Equity-based awards granted pursuant to plans that are granted or remain outstanding after the reclassification are exercisable or convertible, as applicable, into shares of Voting Common Stock.
- (1) each share of the reporting person's Class A Common Stock (\$5.00 par value) was reclassified into one share of Voting Common Stock (no par value). Equity-based awards granted pursuant to plans that are granted or remain outstanding after the reclassification are exercisable or convertible, as applicable, into shares of Voting Common Stock.
- (2) Units are payable in cash following the termination of the reporting person's employment. Upon attaining age 55, the reporting person may transfer the units into an alternative investment account at any time.
- (3)

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Units acquired under the Company's Supplemental 401(k) deferred compensation plan. Each unit is the economic equivalent of one share of common stock.

- (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2007.
- (5) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.
- (6) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009.
- (7) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/29/2011.
- (8) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/28/2013.
- (9) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 27, 2012, 2013, and 2014.
- (10) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 26, 2013, 2014, and 2015.
- (11) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which become exercisable 1/3 per year on January 31, 2014, 2015, and 2016.

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

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