MEDIA GENERAL INC

Form 4

December 23, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

2. Issuer Name and Ticker or Trading

MEDIA GENERAL INC [MEG]

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Sullivan Thomas J

(First)

(Middle)

(Zip)

(Month/Day/Year) 12/19/2014

Symbol

(Street)

333 EAST FRANKLIN STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X_ Director 10% Owner Officer (give title Other (specify

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RICHMOND, VA 23219

(State) 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4) 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)

7. Nature of

Ownership

(Instr. 4)

Indirect

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

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr Underlying Securities (Instr. 3 and 4)

Deri Secu (Inst

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)					
			Code	V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	<u>(2)</u>	12/19/2014	A		950		<u>(3)</u>	(3)	Voting Common Stock (no par value)	950
Phantom Stock	(2)	12/19/2014	D		9	950	<u>(3)</u>	<u>(3)</u>	Voting Common Stock (no par value)	950
Phantom Stock	<u>(2)</u>	12/19/2014	D		6,	,491	(3)	<u>(3)</u>	Voting Common Stock (no par value)	6,491

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Sullivan Thomas J 333 EAST FRANKLIN STREET	X						
RICHMOND, VA 23219	Λ						

Signatures

/s/ Thomas J. Sullivan, 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 a special director award received for services rendered in connection with the Merger.
- (2) Each unit is the economic equivalent of one share of Voting Common Stock (no par value).
- (3) Upon termination of service as a director, the units become payable in accordance with the settlement election of the reporting person.
- (4) 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 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

Reporting Owners 2

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converted into awards in respect of Voting Common Stock at the closing of the Merger.

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.