

WEISS JEFFREY M
Form 4
October 14, 2009

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 *
WEISS JEFFREY M

2. Issuer Name and Ticker or Trading Symbol
AMERICAN GREETINGS CORP
[AM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President and C.O.O.

ONE AMERICAN ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND, OH 44144

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Class B Common Shares	10/13/2009		D		45,269 (1)	D	\$ 23.19 12,213
Class A Common Shares	10/12/2009		M		5,000	D	\$ 13.15 5,000
Class A Common Shares	10/12/2009		S		5,000	D	\$ 23.19 0
Class A Common	10/13/2009		M		20,000	D	\$ 13.15 20,000

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Shares								
Class A Common Shares	10/13/2009	S	20,000	D	\$ 23.148 <u>(2)</u>	0	D	
Class A Common Shares						3,515.399 <u>(3)</u>	I	by Profit Shar. Plan
Class A Common Shares						14.536 <u>(4)</u>	I	by Daughter
Class B Common Shares						55,620.574 <u>(5)</u>	I	by Deferred Comp.
Class B Common Shares						445,454	I	By LLC <u>(6)</u>

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 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 13.15	10/12/2009		M	5,000	03/03/2006 03/03/2013	Class A Common Shares	5,000	
Stock Option	\$ 13.15	10/13/2009		M	20,000	03/03/2006 03/03/2013	Class A Common Shares	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS JEFFREY M ONE AMERICAN ROAD CLEVELAND, OH 44144	X	X	President and C.O.O.	

Signatures

Catherine M. Kilbane, Power of Attorney for Jeffrey Weiss
10/14/2009

__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) The shares were sold to American Greetings Corporation in accordance with its Amended and Restated Articles of Incorporation.
- (2) The price reported in Column 4 is a weighted average price for shares sold on 10/13/09 with prices ranging from \$23.09 to \$23.31, inclusive. The reporting person undertakes to provide to American Greetings Corporation, any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Represents Class A common shares allocated to the Reporting Person's account in the American Greetings Retirement Profit Sharing and Savings Plan reflecting the Reporting Person's interest in common shares held in such plan.
- (4) These shares, and any increases resulting from participation in the American Greetings Dividend Reinvestment Program, are in the name of the reporting person's minor child and may be deemed to be beneficially owned by the reporting person.
- (5) Represents the number of shares allocated to the account of the reporting person under the Corporation's Executive Officers Deferred Compensation Plan, including dividend equivalents credited with respect to any dividends paid on issuer's common shares.
- (6) On August 11, 2006, the Reporting Person acquired membership interests in the Irving I. Stone Limited Liability Company (the "LLC") representing 24.5% of the equity in the LLC. As a result of such acquisition, the Reporting Person may be deemed to have an indirect beneficial ownership interest in 445,454 of the 1,818,182 Class B common shares owned by the LLC.

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.