FELDBERG MEYER

Form 4 July 15, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person
FELDBERG MEYER

2. Issuer Name and Ticker or Trading

Symbol

PRIMEDIA INC [PRM]

3. Date of Earliest Transaction

(Month/Day/Year)

145 CENTRAL PARK WEST, APT.

(Street)

(First)

(Middle)

2. Transaction Date 2A. Deemed

07/13/2011

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

2B

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Amount of

Issuer

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

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

NEW YORK, NY 10023

(City) (State) (Zip)

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

Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		
(Instr. 3)		any	Code	Disposed of (D)	В
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	O
					F
					R
				(A)	T
				or	Œ
			Code V	Amount (D) Price	e (*

Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) Instr. 3 and 4)

Common Stock

1. Title of

07/13/2011

\$ 7,500 D 7.1 0 (1)

4. Securities

D

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

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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.42	07/13/2011		D	50,000	(2)	12/31/2013	Common Stock	50,000
Stock Option (right to buy)	\$ 12.12	07/13/2011		D	8,333	(3)	05/24/2012	Common Stock	8,333

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
FELDBERG MEYER 145 CENTRAL PARK WEST APT. 2B NEW YORK, NY 10023	X				

Signatures

/s/ KEITH L. BELKNAP, JR., as
Attorney-in-Fact 07/15/2011

**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).
- Disposed of pursuant to an Agreement and Plan of Merger between PRIMEDIA Inc. (the "Company"), Pittsburgh Holdings, LLC and Pittsburgh Acquisition, Inc. (the "Merger Agreement") in exchange for a cash payment of \$7.10 per share (the "Merger Consideration") on the effective date of the merger.
 - This option, which provided for vesting in three equal annual installments beginning December 31, 2008, pursuant to the Merger Agreement was cancelled and converted into the right to receive a cash payment, less any applicable tax withholding, equal to the product
- (2) of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective time of the Merger.
- (3) This option, which provided for vesting in four equal annual installments beginning May 24, 2003, pursuant to the Merger Agreement was cancelled and converted into the right to receive an amount in cash, less any applicable tax withholding, equal to the product of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective

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time of the Merger. Because the option exercise price of \$12.12 per share exceeds the Merger Consideration of \$7.10 per share, no consideration is being given in exchange for the cancellation of this option.

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.