

FELDBERG MEYER  
Form 4  
July 15, 2011

**FORM 4**

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FELDBERG MEYER

(Last) (First) (Middle)

145 CENTRAL PARK WEST, APT.  
2B

(Street)

NEW YORK, NY 10023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
PRIMEDIA INC [PRM]

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

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)

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 \$	
Common Stock	07/13/2011		D		7,500 (1)	7.1 (1)	0
							D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)

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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. 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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.42	07/13/2011		D	50,000	<u>(2)</u> 12/31/2013	Common Stock	50,000
Stock Option (right to buy)	\$ 12.12	07/13/2011		D	8,333	<u>(3)</u> 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  
(1) 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.

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