

MEREDITH KATHERINE C
Form SC 13D/A
September 20, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)

Meredith Corporation

(Name of Issuer)

Common Stock (\$1.00 par value) and Class B Common Stock (\$1.00 par value)

(Title of Class of Securities)

589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

(CUSIP Number)

Chris Sidwell
c/o Meredith Corporation
1716 Locust Street
Des Moines, Iowa 50309
515-284-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 11, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Katherine C. Meredith, individually, as investment director/trustee of various trusts created by deceased members of the Meredith family and as a board member of an Iowa not-for-profit corporation

2 CHECK THE APPROPRIATE BOX (a) /X/
IF A MEMBER OF A GROUP (b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

7 SOLE VOTING POWER
NUMBER OF SHARES 13,203* shares of Common Stock and
3,482,494 shares of Class B
Common Stock

BENEFICIALLY

8 SHARED VOTING POWER
OWNED BY 92,412 shares of Common Stock and
92,412 shares of Class B Common Stock

EACH

9 SOLE DISPOSITIVE POWER
REPORTING 13,203 shares of Common Stock and
3,482,494 shares of Class B
Common Stock

PERSON

10 SHARED DISPOSITIVE POWER
WITH 92,412 shares of Common Stock and
276,072 shares of Class B Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
105,615 shares of Common Stock and 3,758,566 shares of Class B Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.6% of shares of Common Stock (assuming conversion of the Class B) and 43.0% shares of Class B Common Stock

14 TYPE OF REPORTING PERSON
IN

* Includes vested options for 6,000 shares of Common Stock.

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

D. Mell Meredith Frazier, individually, as investment director/trustee of various trusts created by deceased Meredith family members, and as a board member of an Iowa not-for-profit corporation

2 CHECK THE APPROPRIATE BOX (a) /X/
IF A MEMBER OF A GROUP (b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

7 SOLE VOTING POWER
NUMBER OF SHARES 55,456* shares of Common Stock and
1,533,954 shares of Class B
Common Stock

BENEFICIALLY

8 SHARED VOTING POWER
OWNED BY 92,412 shares of Common Stock and
876,072 shares of Class B Common Stock

EACH

9 SOLE DISPOSITIVE POWER
REPORTING 55,456 shares of Common Stock and
1,533,954 shares of Class B
Common Stock

PERSON

10 SHARED DISPOSITIVE POWER
WITH 92,412 shares of Common Stock and
876,072 shares of Class B Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
147,868 shares of Common Stock and 2,410,026 shares of Class B Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.7% of shares of Common Stock (assuming conversion of the Class B) and 27.6% shares of Class B Common Stock

14 TYPE OF REPORTING PERSON
IN

* Includes (1) vested options for 42,000 shares of Common Stock and (2) unvested options for 7,615 shares of Common Stock that will vest within the next 60 days.

Page 3 of 7

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Edwin T. Meredith, IV, individually, as investment director/trustee of various trusts created by deceased Meredith family members, and as a board member of an Iowa not-for-profit corporation

2 CHECK THE (a) /X/
APPROPRIATE (b) //
BOX IF A
MEMBER OF A
GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States Citizen

7 SOLE VOTING POWER
NUMBER OF SHARES 1,612,633 shares of Class B Common Stock

BENEFICIALLY
OWNED BY 8 SHARED VOTING POWER
EACH 92,412 shares of Common Stock and
876,072 shares of Class B Common Stock

REPORTING 9 SOLE DISPOSITIVE POWER
PERSON 1,612,633 shares of Class B Common Stock

WITH 10 SHARED DISPOSITIVE POWER
92,412 shares of Common Stock and
876,072 shares of Class B Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
92,412 shares of Common Stock and 2,488,705 shares of Class B Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.8% of shares of Common Stock (assuming conversion of the Class B) and 28.5% shares of Class B Common Stock

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 589433 10 1 (Common Stock) 589433 20 1 (Class B Common Stock)

Item 4. Purpose of the Transaction.

This Amendment is being filed to report the following transactions by the Reporting Persons:

On August 24, 2011, Katherine C. Meredith resigned as the investment director for a trust holding 31,396 shares of Class B Common Stock of Meredith Corporation (the "Company") and therefore Katherine C. Meredith no longer has voting or dispositive power with respect to such shares.

On August 11, 2012, Katherine C. Meredith resigned as the investment director of trusts holding an aggregate of 270,415.67 shares of Class B Common Stock of the Company and therefore Katherine C. Meredith no longer has voting or dispositive power with respect to such shares.

On September 6, 2012, Katherine C. Meredith resigned as the investment director of a trust holding 41,270.68 shares of Class B Common Stock of the Company and therefore Katherine C. Meredith no longer has voting or dispositive power with respect to such shares.

Item 5. Interest in Securities of the Issuer.

(a) Katherine C. Meredith: 105,615 shares of Common Stock (8.6%* of Common Stock outstanding) 3,758,566 shares of Class B Common Stock (43.0% of Class B Common Stock outstanding)

D. Mell Meredith Frazier: 147,868 shares of Common Stock (5.7%* of Common Stock outstanding) 2,410,026 shares of Class B Common Stock (27.6% of Class B Common Stock outstanding)

Edwin T. Meredith, IV: 92,412 shares of Common Stock (5.8%* of Common Stock outstanding) 2,488,705 shares of Class B Common Stock (28.5% of Class B Common Stock outstanding)

*Assumes conversion of Class B into Common Stock. The Class B Common Stock is convertible, share for share, into Common Stock.

(b) See facing pages for each reporting person.

D. Mell Meredith Frazier and Edwin T. Meredith, IV are sister and brother and Katherine C. Meredith is their mother. Under Rule 13d-3, persons who have the power to vote or dispose of the shares listed above either alone or jointly with others are deemed to be the beneficial owners of such shares. Because the voting or dispositive power of certain shares listed above is shared, the same securities in such cases are attributed to more than one of the Reporting Persons.

(c) No transactions in shares of Common Stock or Class B Common Stock were effected by any of the Reporting Persons in the past 60 days except for the transactions described in Item 4.

(d) None

(e) Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 19, 2012

/s/ Katherine C. Meredith
Katherine C. Meredith

/s/ D. M.M. Frazier
D. Mell Meredith Frazier

/s/ Edwin T. Meredith, IV
Edwin T. Meredith, IV