

MEDIA GENERAL INC  
Form 4  
April 27, 2015

**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 \*  
Carington Andrew C.

(Last) (First) (Middle)  
333 EAST FRANKLIN STREET  
(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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)

**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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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|   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                       | An<br>or<br>Nu<br>of |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|---|----------------------|
|   |                                    |                  |            |  |      |   |     |     |                     |                    |   |                      |
| Performance-Based<br>Restricted Stock<br>Unit | \$ 0                               | 04/23/2015       |            | 20,173<br><u>(1)</u>   |      |   |     |     | <u>(1)</u>          | <u>(1)</u>         | Voting<br>Common<br>Stock (no<br>par value) | 2                    |
| Time-Based<br>Restricted Stock<br>Unit        | \$ 0                               | 04/23/2015       |            | 6,724<br><u>(2)</u>  |      |   |     |     | <u>(2)</u>          | <u>(2)</u>         | Voting<br>Common<br>Stock (no<br>par value) | 6                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Carington Andrew C.<br>333 EAST FRANKLIN STREET<br>RICHMOND, VA 23219 |               |           | VP and<br>General<br>Counsel |       |

## Signatures

/s/ Andrew C.  
Carington

04/27/2015

\_\_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) Performance-Based Restricted Stock Unit grant under the Media General Amended and Restated Long-Term Incentive Plan, which vests over a three-year period with 25% of the units vesting at the end of each of the first two years and the remaining 50% at the end of the third year from the transaction date, contingent upon achieving performance metrics designated by the Compensation Committee of the Board of Directors at the beginning of each year.

(2) Time-Based Restricted Stock Unit grant under the Media General Amended and Restated Long-Term Incentive Plan, which vests over a three-year period with 25% of the units vesting at the end of each of the first two years and the remaining 50% vesting at the end of the third year from the transaction date.

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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