

Edgar Filing: WOODLIEF H GRAHAM - Form 5

WOODLIEF H GRAHAM
Form 5
February 12, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Woodlief	H.	Graham, Jr.
-----	-----	-----
(Last)	(First)	(Middle)
333 East Franklin Street		

(Street)		
Richmond	Virginia	23219
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Media General (MEG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

12/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

- Director
- 10% Owner

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Officer (give title below)

Other (specify below)

Vice President

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
			Amount	Price
Class A Common Stock				4
Class A Common Stock				1

* If the form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

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

(Print or Type Responses)

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(Over)

(Form 5-07/99)

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares ----- Title
Stock Option	50.415	12/31/01	A	4,000	(1) 12/31/11	Class A Common Stock 4,000
Stock Option	50.355	1/31/02	A	7,100	(2) 1/31/12	Class A Common Stock 7,100
Phantom Stock (3)			A	353		Class A Common Stock 353

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Explanation of Responses:

- (1) Options granted under 1996 Non-Qualified Stock Option Plan, exercisable in full as of the grant date.
- (2) Options granted under 1996 Non-Qualified Stock Option Plan, exercisable 1/3 per year on January 31, 2003, 2004, and 2005.
- (3) Units acquired quarterly during 2002 under Company deferred compensation plan, final balance of which is distributed upon employee's termination of service.

/s/ H. Graham Woodlief Jr.

2/5/03

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.