ROBERTSON WYNDHAM

[X] Director

Form 5 February 12, 2003

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | P | ANNUAL STATEMENT OF CHANGE. | S IN DENEI | FICIAL OWNERSHIP | | | | | |
|------|---|---|------------|---------------------|---------|--|--|--|--|
| | Section 1 | ant to Section 16(a) of the 7(a) of the Public Utility Section 30(f) of the Inves | y Holding | Company Act of 193 | | | | | |
| [_] | 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 Tran | nsactions Reported | | | | | | | |
| 1. | Name and Ad | ddress of Reporting Person | * | | | | | | |
| Robe | ertson | Wyndham | | | | | | | |
| (| (Last) | (Fir | st) | (Middle) | | | | | |
| 520 | Hooper Lane | | | | | | | | |
| | | (Stre | et) | | | | | | |
| Chap | el Hill | North Car | olina | 27514 | | | | | |
| | (City) | (Sta | te) | (Zip) | | | | | |
| 2. | Issuer Name | e and Ticker or Trading Sy | mbol | | | | | | |
| Medi | .a General (M | 1EG) | | | | | | | |
| 3. | IRS Identif | fication Number of Reporti | ng Person, | , if an Entity (Vol | untary) | | | | |
| 4. | Statement f | For Month/Year | | | | | | | |
| | | or nonen, rear | | | | | | | |
| 12/2 | .002 | | | | | | | | |
| 5. | If Amendmen | nt, Date of Original (Mont | h/Year) | | | | | | |
| 6. | | p of Reporting Person to applicable) | Issuer | | | | | | |

[_] 10% Owner

| [_] Officer (give title below) | [_] | Other (speci | fy below) | | | |
|--|--|--------------------------------|---|-----------------|-------|-----|
| 7. Individual or Joint/Group Filing (Check applicable line) | | | | | | |
| <pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre> | | rson | | | | |
| | | | | ==== | | |
| Table I Non-Derivative or Benef | icially Owned | quired, Dispos | sed of, | ==== | | |
| | | 2 | 4. Securities Disposed of (Instr. 3, | (D) 4 and 5) | | |
| 1. Title of Security (Instr. 3) | <pre>Transaction Date (mm/dd/yy)</pre> | 3. Transaction Code (Instr. 8) | , | | Price | - |
| Class A Common Stock | | | | | | 1 |
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| | ======== | ======== | ======= | ====== | | -== |

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

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

(Print or Type Responses)

(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)

| 1. | Conversion or Exercise Price of | 5. Number of Derivative Securities Acquired Trans- 4. or Dispose action Trans- of (D) | | ative ties ced (A) sposed | | | | | |
|------------------------|---------------------------------|---|---------------|------------------------------------|-----|------------------|---------|----------------------------|--------------|
| Title of Derivative | ative | Date (Month/ | | (Instr. 3, 4 and 5) | | Date | Expira- | | or Number |
| Security (Instr. 3) | Secur- ity | Day/ Year) | (Instr. 8) | | (D) | Exer- cisable | | Title | of Shares |
| Phantom Stock (1) | | | A | 861 | | | | Class A Common Stock | 861 |
| | | | | | | | | | |
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Explanation of Responses:

(1) Reports quarterly allocations during 2002 under the Company deferred

compensation plan for outside directors fees and automatic reinvestment of quarterly dividends on the units.

| /s/ Wyndham Robertson | 1/27/03 |
|---------------------------------|---------|
| | |
| **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.