

MEDIA GENERAL INC  
Form 4/A  
December 29, 2006

**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 \*  
**BRYAN J STEWART III**

(Last) (First) (Middle)  
333 EAST FRANKLIN ST  
(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)  
12/28/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/28/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman

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  | (D)  | Price   |
| Class A Common Stock            | 12/28/2006                           |  | M                              |   | 20,300  | A  | \$ 31.4375  |
| Class A Common Stock            | 12/28/2006                           |  | S <sup>(4)</sup>               |   | 300   | D  | \$ 38.31  |
| Class A Common Stock            | 12/28/2006                           |  | S <sup>(4)</sup>               |   | 4,700   | D  | \$ 38   |
| Class A Common                  | 12/28/2006                           |  | S <sup>(4)</sup>               |   | 200   | D  | \$ 38.01  |
|                                 |                                      |  |                                |   |   |  | 181,600   |
|                                 |                                      |  |                                |   |   |  | 181,300   |
|                                 |                                      |  |                                |   |   |  | 176,600   |
|                                 |                                      |  |                                |   |   |  | 176,400   |

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|                            |            |                  |       |   |          |                        |   |                |
|----------------------------|------------|------------------|-------|---|----------|------------------------|---|----------------|
| Stock                      |            |                  |       |   |          |                        |   |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 2,800 | D | \$ 37.75 | 173,600                | D |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 100   | D | \$ 37.96 | 173,500                | D |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 1,900 | D | \$ 37.8  | 171,600                | D |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 4,800 | D | \$ 37.5  | 166,800                | D |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 200   | D | \$ 37.85 | 166,600                | D |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 311   | D | \$ 37.74 | 166,289                | D |                |
| Class A<br>Common<br>Stock | 12/28/2006 | S <sup>(4)</sup> | 3,100 | D | \$ 37.5  | 163,189 <sup>(1)</sup> | D |                |
| Class A<br>Common<br>Stock |            |                  |       |   |          | 51,566 <sup>(1)</sup>  | I | 401(k)<br>Plan |
| Class A<br>Common<br>stock |            |                  |       |   |          | 811,530 <sup>(1)</sup> | I | Trusts         |

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

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(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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   |  | Title   |

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|  |            |            |   |               | Date<br>Exercisable | Expiration<br>Date |                            | Amount<br>or<br>Number<br>of Shares |
|--|------------|------------|---|---------------|---------------------|--------------------|----------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 31.4375 | 12/28/2006 | M | 20,300<br>(3) | 01/29/2000          | 01/29/2007         | Class A<br>Common<br>Stock | 20,300<br>(2)                       |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| BRYAN J STEWART III<br>333 EAST FRANKLIN ST<br>RICHMOND, VA 23219 | X             |           | Chairman |       |

## Signatures

/s/ J. Stewart Bryan III, by George L. Mahoney,  
Attorney-in-fact

12/29/2006

\_\_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) Additionally, 466,162 Class B common shares are held indirectly.
- (2) Additionally, 32,652 derivative Class A common shares are held directly under the Company's deferred compensation plan, final balance of which is distributed upon employee's termination of service.
- (3) These employee stock options were exercised pursuant to a pre-existing written trading plan.
- (4) The purpose of this amendment is to correct the transaction code.

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