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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2008** Commission file number 1-5128

MEREDITH CORPORATION
(Exact name of registrant as specified in its charter)

Iowa	42-0410230
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1716 Locust Street, Des Moines, Iowa	50309-3023
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:

(515) 284-3000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [_]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act. (Check one):

Large accelerated filer [X] Accelerated filer [_]

Non-accelerated filer [_] Smaller reporting company [_]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [_] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Shares of stock outstanding at September 30, 2008	
Common shares	35,953,128
Class B shares	9,163,915
Total common and Class B shares	45,117,043

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Meredith Corporation and Subsidiaries

Condensed Consolidated Balance Sheets

Assets	(Unaudited) September 30, 2008	June 30, 2008
(In thousands)		
Current assets		
Cash and cash equivalents	$ 28,670	$ 37,644

Accounts receivable, net	225,647	230,978
Inventories	50,111	44,085
Current portion of subscription acquisition costs	57,525	59,939
Current portion of broadcast rights	21,845	10,779
Other current assets	20,519	19,665
Total current assets	404,317	403,090
Property, plant, and equipment	454,207	446,935
Less accumulated depreciation	(252,538)	(247,147)
Net property, plant, and equipment	201,669	199,788
Subscription acquisition costs	62,053	60,958
Broadcast rights	7,781	7,826
Other assets	71,721	74,472
Intangible assets, net	778,532	781,154
Goodwill	532,407	532,332
Total assets	$ 2,058,480	$ 2,059,620
Liabilities and Shareholders' Equity		
Current liabilities		
Current portion of long-term debt	$ 140,000	$ 75,000
Current portion of long-term broadcast rights payable	22,636	11,141
Accounts payable	83,842	79,028
Accrued expenses and other liabilities	104,612	102,707
Current portion of unearned subscription revenues	170,509	175,261
Total current liabilities	521,599	443,137
Long-term debt	325,000	410,000
Long-term broadcast rights payable	17,518	17,186
Unearned subscription revenues	157,393	157,872
Deferred income taxes	146,509	139,598
Other noncurrent liabilities	107,606	103,972
Total liabilities	1,275,625	1,271,765
Shareholders' equity		
Series preferred stock	-	-
Common stock	35,953	36,295
Class B stock	9,164	9,181
Additional paid-in capital	49,711	52,693
Retained earnings	699,343	701,205
Accumulated other comprehensive loss	(11,316)	(11,519)
Total shareholders' equity	782,855	787,855
Total liabilities and shareholders' equity	$ 2,058,480	$ 2,059,620

See accompanying Notes to Condensed Consolidated Financial Statements.

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Meredith Corporation and Subsidiaries
Condensed Consolidated Statements of Earnings (Unaudited)

Three Months Ended September 30,	2008	2007
(In thousands except per share data)		
Revenues		
Advertising	$ 215,536	$ 254,335
Circulation	74,022	80,286
All other	80,880	69,452
Total revenues	370,438	404,073
Operating expenses		
Production, distribution, and editorial	173,212	175,708
Selling, general, and administrative	148,923	155,570
Depreciation and amortization	10,858	12,118
Total operating expenses	332,993	343,396
Income from operations	37,445	60,677
Interest income	120	352
Interest expense	(5,434)	(6,163)
Earnings from continuing operations before income taxes	32,131	54,866
Income taxes	13,494	21,398
Earnings from continuing operations	18,637	33,468
Loss from discontinued operations, net of taxes	-	(98)
Net earnings	$ 18,637	$ 33,370
Basic earnings per share		
Earnings from continuing operations	$ 0.41	$ 0.70
Discontinued operations	-	-
Basic earnings per share	$ 0.41	$ 0.70
Basic average shares outstanding	45,241	47,795
Diluted earnings per share		
Earnings from continuing operations	$ 0.41	$ 0.68
Discontinued operations	-	-
Diluted earnings per share	$ 0.41	$ 0.68
Diluted average shares outstanding	45,368	48,828

Dividends paid per share	$	0.215	$	0.185

See accompanying Notes to Condensed Consolidated Financial Statements.

Meredith Corporation and Subsidiaries
Consolidated Statements of Shareholders' Equity (Unaudited)

(In thousands except per share data)	Common Stock - $1 par value	Class B Stock - $1 par value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at June 30, 2008						
						$ 36,295
						$ 9,181
						$ 52,693
						$ 701,205
						$ (11,519)
						$ 787,855
Net earnings Net earnings						
						-
						-
						-
						18,637
						-
						18,637
Other comprehensive income, net						
						-
						-
						-

	-
	203
	203
Total comprehensive income	
	18,840
Share-based incentive plan transactions	
	222
	-
	638
	-
	-
	860
Purchases of Company stock	
	(579)
	(2)
	(7,095)
	(8,115)
	-
	(15,791)
Share-based compensation	
	-
	-
	3,127
	-
	-

3,127

Conversion of Class B to common stock

15

(15)

-

-

-

-

Dividends paid, 21.5 cents per share

Common stock

-

-

-

(7,776)

-

(7,776)

Class B stock

-

-

-

(1,971)

-

(1,971)

Tax benefit from incentive plans

-

-

348

-

-

348

Adoption of EITF 06-10, net of tax

-

-

-

(2,637)

-

(2,637)

Balance at September 30, 2008

$ 35,953

$ 9,164

$ 49,711

$ 699,343

$ (11,316)

$ 782,855

See accompanying Notes to Condensed Consolidated Financial Statements.

Meredith Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)

Three Months Ended September 30,	2008	2007
(In thousands)		
Cash flows from operating activities		
Net earnings	$ 18,637	$ 33,370
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation	8,236	8,678
Amortization	2,622	3,583
Share-based compensation	3,127	3,206
Deferred income taxes	7,005	6,522
Amortization of broadcast rights	7,006	7,107
Payments for broadcast rights	(6,199)	(6,751)
Gain from dispositions of assets	(1,228)	-
Excess tax benefits from share-based payments	(853)	(39)
Changes in assets and liabilities	6,196	6,130
Net cash provided by operating activities	44,549	61,806
Cash flows from investing activities		
Acquisitions of businesses	(726)	-
Additions to property, plant, and equipment	(9,608)	(4,273)
Proceeds from dispositions of assets	636	-
Net cash used in investing activities	(9,698)	(4,273)
Cash flows from financing activities		
Proceeds from issuance of long-term debt	100,000	75,000
Repayments of long-term debt	(120,000)	(90,000)
Purchases of Company stock	(15,791)	(49,772)
Dividends paid	(9,747)	(8,830)
Proceeds from common stock issued	860	2,293
Excess tax benefits from share-based payments	853	39
Net cash used in financing activities	(43,825)	(71,270)
Net decrease in cash and cash equivalents	(8,974)	(13,737)
Cash and cash equivalents at beginning of period	37,644	39,220
Cash and cash equivalents at end of period	$ 28,670	$ 25,483

See accompanying Notes to Condensed Consolidated Financial Statement.

Meredith Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements include the accounts of Meredith Corporation and its wholly owned subsidiaries (Meredith or the Company), after eliminating all significant intercompany balances and transactions. Meredith does not have any off-balance sheet arrangements. The Company's use of special-purpose entities is limited to Meredith Funding Corporation, whose activities are fully consolidated in Meredith's condensed consolidated financial statements.

The condensed consolidated financial statements as of September 30, 2008, and for the three months ended September 30, 2008 and 2007, are unaudited but, in management's opinion, include all normal, recurring adjustments necessary for a fair presentation of the results of interim periods. The results of operations for interim periods are not necessarily indicative of the results to be expected for the entire year.

These consolidated financial statements, including the related notes, are condensed and presented in accordance with accounting principles generally accepted in the United States of America (GAAP). These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements, which are included in Meredith's Annual Report on Form 10-K for the year ended June 30, 2008, filed with the United States Securities and Exchange Commission (SEC).

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) 157, *Fair Value Measurements* (SFAS 157), which establishes a common definition for fair value in accordance with GAAP, and establishes a framework for measuring fair value and expands disclosure requirements about such fair value measurements. Specifically, SFAS 157 sets forth a definition of fair value, and establishes a hierarchy prioritizing the use of inputs in valuation techniques. SFAS 157 defines levels within the hierarchy as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2	Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable;
Level 3	Assets or liabilities for which fair value is based on valuation models with significant unobservable pricing inputs and which result in the use of management estimates.

In February 2008, the FASB issued FASB Staff Position (FSP) SFAS 157-2, *Effective Date of FASB Statement No. 157* (FSP 157-2). FSP 157-2 delayed the effective date of SFAS 157 to fiscal years beginning after November 15, 2008, for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The partial delay is intended to provide all relevant parties additional time to consider the effect of various implementation issues that have arisen, or that may arise, from the application of SFAS 157.

The Company adopted the provisions of SFAS 157 for financial assets and liabilities as of July 1, 2008. The adoption of these provisions did not have any impact on the Company's Condensed Consolidated Financial Statements, because the Company's existing fair value measurements are consistent with the guidance of SFAS 157. We are currently evaluating the impact of the provisions of SFAS 157 that relate to our nonfinancial assets and liabilities, which are effective for the Company as of July 1, 2009.

As of September 30, 2008, Meredith had interest rate swap agreements which converted $100 million of its variable-rate debt to fixed-rate debt. These agreements are required to be measured at fair value on a recurring basis. The Company determined that these interest rate swap agreements are defined as Level 2 in the fair value hierarchy. As of September 30, 2008, the fair value of these interest rate swap agreements was a liability of $1.8 million based on significant other observable inputs (London Interbank Offered Rate (LIBOR)) within the fair value hierarchy. Fair value of interest rate swaps is based on a discounted cash flow analysis, predicated on forward LIBOR prices, of the estimated amounts the Company would have paid to terminate the swaps.

In February 2007, the FASB issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities-Including an Amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 is effective for the Company at the beginning of fiscal 2009. This statement permits us to choose to measure many financial instruments and certain other items at fair value. Upon the Company's adoption of SFAS 159 on July 1, 2008, we did not elect the fair value option for any financial instrument we did not already report at fair value.

The Emerging Issues Task Force (EITF) reached consensus on EITF Issue No. 06-10, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Collateral Assignment Split-Dollar Life Insurance Arrangements* (EITF 06-10), which requires that a company recognize a liability for the postretirement benefits associated with collateral assignment split-dollar life insurance arrangements. The provisions of EITF 06-10 are effective for the Company in instances where the Company has contractually agreed to maintain a life insurance policy (i.e., the Company pays the premiums) for an employee in periods in which the employee is no longer providing services. We adopted EITF 06-10 on July 1, 2008, at which time we recorded a liability and a cumulative effect adjustment to the opening balance of retained earnings for $2.9 million ($2.6 million, net of tax). Future compensation charges and adjustments to the liability will be charged to earnings in the period incurred.

In April 2008, the FASB issued FSP No. 142-3, *Determination of the Useful Lives of Intangible Assets*, which amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of an intangible asset. This interpretation is effective for financial statements issued for fiscal years beginning after December 15, 2008. The Company will adopt this interpretation as of the beginning of fiscal 2010 and is still evaluating the potential impact of adoption.

2. Discontinued Operations

In April 2008, the Company completed its sale of WFLI, the CW affiliate serving the Chattanooga, Tennessee market. For fiscal 2008, the revenues and expenses, along with associated taxes, were removed from continuing operations and reclassified into a single line item on the Condensed Consolidated Statement of Earnings titled loss from discontinued operations, net of taxes. Revenues and expenses related to discontinued operations were as follows:

Three Months Ended September 30,		2007
(In thousands except per share data)		
Revenues	$	421
Costs and expenses		(582)
Loss before income taxes		(161)
Income taxes		63

Loss from discontinued operations	$	(98)
Income from discontinued operations per share:		
Basic	$	-
Diluted		-

3. Inventories

Major components of inventories are summarized below. Of total net inventory values shown, approximately 39 percent are under the last-in first-out (LIFO) method at September 30, 2008, and 44 percent at June 30, 2008.

(In thousands)	September 30, 2008	June 30, 2008
Raw materials	$ 30,529	$ 24,837
Work in process	22,251	19,890
Finished goods	7,788	8,388
	60,568	53,115
Reserve for LIFO cost valuation	(10,457)	(9,030)
Inventories	$ 50,111	$ 44,085

4. Intangible Assets and Goodwill

Intangible assets consist of the following:

	September 30, 2008			June 30, 2008		
(In thousands)	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Intangible assets subject to amortization						
Publishing segment						
Noncompete agreements	$ 600	$ (129)	$ 471	$ 3,134	$ (2,621)	$ 513
Advertiser relationships	18,400	(8,543)	9,857	18,400	(7,886)	10,514
Customer lists	8,630	(1,428)	7,202	24,530	(16,783)	7,747
Other	3,014	(1,710)	1,304	3,014	(1,555)	1,459

Broadcasting segment						
Network affiliation agreements	218,559	(94,299)	124,260	218,559	(93,076)	125,483
Total	$ 249,203	$ (106,109)	143,094	$ 267,637	$ (121,921)	145,716
Intangible assets not subject to amortization						
Publishing segment						
Trademarks						