#### RITTS H JAMES III

Form 4

December 13, 2004

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

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

See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person ** RITTS H JAMES III			2. Issuer Name <b>and</b> Ticker or Trading Symbol PRIMEDIA INC [PRM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
745 FIFTH AVENUE			(Month/Day/Year) 12/10/2004	Director 10% Owner Sofficer (give title Other (specify below) EVP, Pres. & CEO PrimediaTV			
(Street)  NEW YORK, NY 10151			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (D) Year) (Instr. 8) (Instr. 3, 4 and 5)		d of	Owned Indirect (I) Ownersh			
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Stock, par value \$.01 per share	12/10/2004		S	3,100	D	\$ 3.9	29,243	D	
Common Stock par value \$.01 per share	12/10/2004		S	8,900	D	\$ 3.84	20,343	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
									ount	
						Date	Expiration	or T'(1 N	1	
						Exercisable	Date	Title Nun	nber	
								of		
				Code V	(A) (D)			Sha	res	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RITTS H JAMES III 745 FIFTH AVENUE NEW YORK, NY 10151

EVP, Pres. & CEO PrimediaTV

# **Signatures**

H. James Ritts
III

\*\*Signature of Date

\*\*Signature of Reporting Person

# **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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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