

Mayfield Arlene
Form 4
July 15, 2011

FORM 4

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

OMB APPROVAL

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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 *
Mayfield Arlene

2. Issuer Name and Ticker or Trading Symbol
PRIMEDIA INC [PRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3585 ENGINEERING
DRIVE, SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Pres, Apt. Guide

NORCROSS, GA 30092

(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common Stock | 07/13/2011 | | A | | 32,524 ⁽¹⁾ | A | \$ 0 ₍₁₎ |
| Common Stock | 07/13/2011 | | D | | 115,336.7976 ₍₂₎ | D | \$ 7.1 0 ₍₂₎ |

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

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SEC 1474
(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 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) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 6.42 | 07/13/2011 | | D | 60,000 | ⁽³⁾ 12/31/2013 | Common Stock 60,000 |
| Employee Stock Option (right to buy) | \$ 11.1 | 07/13/2011 | | D | 125 | ⁽⁴⁾ 10/05/2011 | Common Stock 125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mayfield Arlene 3585 ENGINEERING DRIVE SUITE 100 NORCROSS, GA 30092 | | | SVP and Pres, Apt. Guide | |

Signatures

/s/ KEITH L. BELKNAP, JR., as
Attorney-in-Fact
Date: 07/15/2011

**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).
- (1) Reflects the July 13, 2011 accelerated vesting of performance-based award pursuant to the Merger Agreement (as defined below).
- (2) Disposed of pursuant to an Agreement and Plan of Merger between PRIMEDIA Inc. (the "Company"), Pittsburgh Holdings, LLC and Pittsburgh Acquisition, Inc. (the "Merger Agreement") in exchange for a cash payment of \$7.10 per share (the "Merger Consideration") on the effective date of the merger.
- (3) This option, which provided for vesting in three equal annual installments beginning December 31, 2008, pursuant to the Merger Agreement was cancelled and converted into the right to receive a cash payment, less any applicable tax withholding, equal to the product

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of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective time of the Merger.

- (4) This option, which provided for vesting in four equal annual installments beginning October 5, 2002, pursuant to the Merger Agreement was canceled and converted into the right to receive an amount in cash, less any applicable tax withholding, equal to the product of (i) the excess of the Merger Consideration over the applicable exercise price per share of such stock option, and (ii) the number of shares of Common Stock such holder could have purchased had such holder exercised such stock option, in full immediately prior to the effective time of the Merger. Because the option exercise price of \$11.10 per share exceeds the Merger Consideration of \$7.10 per share, no consideration is being given in exchange for the cancellation of this option.

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.