

Payne Kim R  
Form 4  
February 25, 2010

**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 \*  
Payne Kim R

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

NORCROSS, GA 30092

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP and CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 02/23/2010                           |  | D                              |   | 10,000<br>(1) \$ 0  | D  |                                   |
| Common Stock                    | 02/23/2010                           |  | D                              |   | 5,000<br>(2) \$ 0   | D  |                                   |
| Common Stock                    | 02/23/2010                           |  | A                              |   | 8,250<br>(3) \$ 0   | D  |                                   |
| Common Stock                    | 02/23/2010                           |  | A                              |   | 11,420<br>(4) \$ 0  | D  |                                   |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Payne Kim R<br>3585 ENGINEERING DRIVE<br>SUITE 100<br>NORCROSS, GA 30092 |               |           | SVP and CFO |       |

## Signatures

/s/ KRISTI O. CRAWFORD, as  
Attorney-in-Fact  
\*\*Signature of Reporting Person

02/25/2010  
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) Forfeiture of grant of performance-based restricted stock under the Company's Long-Term Incentive Plan applicable to the 2009 calendar year.
- (2) Forfeiture of supplemental grant of performance-based restricted stock under the Company's Long-Term Incentive Plan applicable to the 2009 calendar year.
- (3) Grant of restricted stock which vests fifty percent (50%) on March 31, 2010 and fifty percent (50%) on March 31, 2011, provided, that the reporting person remains employed with the Company through each such date.
- (4) Supplemental grant of performance-based restricted stock under the Company's Long-Term Incentive Plan applicable to the 2010 calendar year.

## Edgar Filing: Payne Kim R - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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