

GOLKIN PERRY
Form 4
January 03, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GOLKIN PERRY

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2005

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

(Street)

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/30/2005 | | P | | 8,540.3727 (1) (2) | A | \$ 1.61 |
| | | | | | 123,604.7206 (3) (4) | D | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLKIN PERRY | X | | | |

Signatures

/s/ Richard Kreider (see Power of Attorney) 01/03/2006

**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) As Director of PRIMEDIA Inc. ("PRIMEDIA"), the reporting person has elected to have his director's fee paid in Common Stock, par value \$0.01 per share, of PRIMEDIA ("Common Stock"). The Common Stock acquired by the reporting person represents 8,540.3727 shares of Common Stock credited in lieu of payment of director's fees for the quarter ended December 31, 2005.
- (2) Quarterly director's fees are \$13,750. The per share price used in the calculation of total shares of Common Stock credited for the quarter ended December 31, 2005 was \$1.61 per share, the closing price of the Common Stock on the New York Stock Exchange on December 30, 2005.
- (3) In addition, 34,524,000 shares of Common Stock are held by Magazine Associates, L.P., 33,814,640 shares of Common Stock are held by MA Associates, L.P., 15,200,000 shares of Common Stock are held by FP Associates, L.P., 9,375,000 shares of Common Stock are held by Publishing Associates, L.P., 12,500,000 shares of Common Stock are held by Channel One Associates, L.P. and 1,472,625 shares of Common Stock are held by KKR Partners II, L.P. The general partner of each of Magazine Associates, L.P., MA Associates, L.P., FP Associates, L.P., Publishing Associates, L.P., Channel One Associates, L.P. and KKR Partners II, L.P. is KKR Associates, L.P. Mr. Golkin is a general partner of KKR Associates, L.P.
- (4) Continued from footnote 3: In addition, 49,190,039 shares of Common Stock are owned by KKR 1996 Fund L.P. The general partner of KKR 1996 Fund L.P. is KKR Associates 1996 L.P. The general partner of KKR Associates 1996 L.P. is KKR 1996 GP LLC. Mr. Golkin is a member of KKR 1996 GP LLC. Mr. Golkin disclaims beneficial ownership of the securities described in this footnote 3 and 4, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16

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or for any other purpose.

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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