

PENTON MEDIA INC
Form 4
February 05, 2007

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

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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 *
DENNY DARRELL C

(Last) (First) (Middle)

PENTON MEDIA, INC., 1300
EAST 9TH STREET

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PENTON MEDIA INC [PTON:OB]

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

02/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Lifestyle, IT Media

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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: Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value, \$0.01 per share	02/01/2007		D	82,203	D 0.8058 0	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. Amount or Number of Shares
Stock Option - Right to Buy	\$ 6.89	02/01/2007		D	25,000	<u>(2)</u> 11/16/2011	Common Stock	25,000
Stock Option - Right to Buy	\$ 24.1	02/01/2007		D	10,000	<u>(2)</u> 02/06/2011	Common Stock	10,000
Stock Option - Right to Buy	\$ 22.9375	02/01/2007		D	20,000	<u>(2)</u> 02/01/2010	Common Stock	20,000
Stock Option - Right to Buy	\$ 0.37	02/01/2007		D	25,000	<u>(3)</u> 02/24/2013	Common Stock	25,000
Stock Option - Right to Buy	\$ 0.9	02/01/2007		D	25,000	<u>(2)</u> 02/03/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNY DARRELL C PENTON MEDIA, INC. 1300 EAST 9TH STREET CLEVELAND, OH 44114			President, Lifestyle, IT Media	

Signatures

Darrell C.
Denny

02/05/2007

__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).
- Disposed of pursuant to the Agreement and Plan of Merger dated as of November 1, 2006, by and among Prism Business Media
- (1) Holdings, Inc., Prism Acquisition Co. and Penton Media, Inc. (the "Merger Agreement") in exchange for a cash payment of \$0.8058 per share.
 - (2) Pursuant to the Merger Agreement, these options were cancelled.
 - (3) Pursuant to the Merger Agreement, these options were cancelled in exchange for a cash payment representing the number of options multiplied by the excess of the merger consideration of \$0.8058 per share over the exercise price per share of each 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.