

WHEAT DOUGLAS D  
Form 4  
July 02, 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 \*  
WHEAT DOUGLAS D

2. Issuer Name and Ticker or Trading Symbol  
SUPERMEDIA INC. [SPMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2010

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

P.O. BOX 619810, 2200 WEST AIRFIELD DRIVE

(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

DFW AIRPORT, TX 75261

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/01/2010		A		2,011 (1) \$ 0	D	
Common Stock	07/01/2010		A		2,874 (2) \$ 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
WHEAT DOUGLAS D P.O. BOX 619810 2200 WEST AIRFIELD DRIVE DFW AIRPORT, TX 75261		X		

## Signatures

Tara D. Mackey, Attorney-in-fact for Douglas D. Wheat  
 Signature: \_\_\_\_\_ Date: 07/02/2010

## 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) Represents restricted stock granted under the SuperMedia Inc. 2009 Long-Term Incentive Plan (the "Plan"), which vests on December 31, 2010. Notwithstanding the prior sentence, (i) all unvested shares will immediately vest upon a "change in control" of the issuer, and (ii) all unvested shares will immediately terminate if the reporting person ceases to be a director of the issuer.
- (2) Represents restricted stock units ("RSUs") granted under the Plan, which vest in one-third increments on July 1, 2011, July 1, 2012, and July 1, 2013. Notwithstanding the prior sentence, (i) all unvested RSUs will immediately vest upon a "change in control" of the issuer, and (ii) if the reporting person ceases to be a director of the issuer, the RSUs will vest on a prorated basis by dividing the number of days commencing on the anniversary vesting date or date of award, as applicable, and ending on the date of separation from service by (a) 1005 if the separation occurs before the first anniversary date of the award, (b) 730 if the separation occurs after the first anniversary date of the award but before the second anniversary date of the award, and (c) 365 if the separation occurs after the second anniversary date of the award. The number of RSUs remaining will immediately terminate.

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.