

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**
SEC Accession No. **0001056253-05-000011**

([HTML Version](#) on secdatabase.com)

ISSUER

JOURNAL COMMUNICATIONS INC

CIK: **1232241** | IRS No.: **200020198** | Fiscal Year End: **1231**
SIC: **2711** Newspapers: publishing or publishing & printing

Business Address
333 WEST STATE STREET
MILWAUKEE WI 83203

REPORTING OWNER

MEISSNER DAVID G

CIK: **1280063**
Type: **4** | Act: **34** | File No.: **001-31805** | Film No.: **05789715**

Mailing Address
111 E KILBOURN AVE
19TH FL
MILWAUKEE WI 53202-6622

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 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

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

1. Name and Address of Reporting Person MEISSNER DAVID G			2. Issuer Name and Ticker or Trading Symbol JOURNAL COMMUNICATIONS INC [JRN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
111 E KILBOURN AVE, 19TH FL (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
MILWAUKEE, WI 53202-6622 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock ⁽¹⁾	\$ 0 ⁽²⁾	04/28/2005		<u>A</u>		3,609		⁽²⁾	⁽²⁾	Class A Common Stock	3,609	\$15.17	5,586 ⁽³⁾	D	

Explanation of Responses:

- On April 28, 2005, Journal Communications, Inc. filed Amended and Restated Articles of Incorporation that combined the Class B-1 Common Stock and Class B-2 Common Stock into a single class of Class B Common Stock.
- The Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis at no cost.
- Please see the attached statement regarding disclaimer of beneficial ownership of issuer shares by Matex Inc., a Wisconsin corporation.

Signatures

Joseph E. Tierney III, Attorney-In-Fact

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Matex Inc., a Wisconsin corporation ("Matex"), is the owner of record of 4,631,000 shares of Class B Common Stock. Additionally, Matex is the owner of record of 2,992,000 shares of Class C Common Stock of the Company.

There is no public trading market for the Class B or Class C Common Stock, although shares of Class B Common Stock can be sold to eligible purchasers under the Company's articles of incorporation. Additionally, each share of Class B Common Stock and Class C Common Stock is convertible into Class A Common Stock of the Company which is listed for trading on the New York Stock Exchange (CUSIP 481130102), as follows:

(i) Class B Common Stock is convertible into Class A Common Stock on 1:1 basis

(ii) Class C Common Stock is convertible into either (i) Class A and Class B on a basis of 1:0.248243 Class C to Class A and 1:1.115727 Class C to Class B, or (ii) Class A only on a basis of 1:1.36397 Class C to Class A.

However, Class A Common Stock converted from Class B or Class C Common Stock, cannot be sold until the expiration of certain restriction periods, except in certain limited circumstances.

My late spouse, Judith Abert Meissner, was the owner of approximately 30% of the outstanding stock of Matex. I will be the Trustee and/or beneficiary of certain trusts created or to be created under her estate which will administer these shares of Matex. I do not own or control any shares of Matex other than those owned by my late spouse. Additionally, I am one of the seven directors of Matex and serve as its president.

The 30% interest in Matex owned and/or controlled by me is not a controlling shareholder interest in Matex. The officers of Matex are not empowered to make any investment decisions with respect to Matex's portfolio. Thus, I do not have or share investment control over Matex's portfolio in my capacity as president. Additionally, as only one of its seven directors, I do not have or share investment control over Matex's portfolio in my capacity as a director. As such, I disclaim beneficial ownership over the shares of Company held by Matex.