

# MERIDIAN FUND, INC.


October 6, 2008

To Our Shareholders:

The September quarter was another difficult period for stocks. Credit problems are spreading and investors are concerned that this will result in serious economic trouble. The S&P 500 declined 9.0%, the NASDAQ 9.2% and the Russell 2000 1.5% during the quarter. The S&P 500, NASDAQ and Russell 2000 have dropped 25.6%, 27.2% and 20.5% respectively from the market peak reached last fall. The best performing groups during the quarter included railroads, brewers and biotechnology. Mortgage finance, full-line insurance and consumer electronics stocks headed up the worst performing sectors. The yield on the ten-year bond dropped to 3.83% from 3.97% at the end of June; investors continue to seek safety.

The economy grew at a 2.8% rate during the June quarter. Commodity prices subsequently have declined sharply and the dollar has gained ground against major currencies. Most economic measures, however, have deteriorated since June. Particularly worrisome are the slowdown in industrial production and non-residential construction, recent areas of strength, and increased unemployment. The government's program to purchase troubled mortgage securities with taxpayer funds may be positive for the banking system and economy, at least in the short term. The bailout will be accompanied by increased regulation, even though the banking system and Fannie Mae and Freddie Mac are already highly controlled. Our outlook is for a difficult economic environment, which will weigh on corporate profits, at least for the next several quarters. We believe that interest rates will remain stable and that inflationary pressures will moderate.

Long-term investment results, history clearly shows, are improved by buying good companies or mutual funds or adding to existing positions during difficult stock market environments. We welcome those new shareholders who joined the Meridian Funds during the quarter and appreciate the continued confidence of our existing shareholders.



Richard F. Aster, Jr.

**Meridian Equity Income Fund® (MEIFX)**

The Meridian Equity Income Fund's net asset value per share at September 30, 2008 was \$10.14. This represents a decrease of 11.21% for the calendar year to date. The Fund's total return and

average annual compound rate of return since inception, January 31, 2005, were 12.0% and 3.1%, respectively. The Fund's assets at the close of the quarter were invested 3.4% in cash and 96.6% in stocks. Total net assets were \$31,461,507 and there were 560 shareholders.

Our basic strategy remains unchanged. The Fund continues to seek to invest in companies with above average yields and strong financial returns that, in our opinion, have the ability to grow dividends. The fund is diversified with 50 positions representing 50 different industry groups. At the end of the September 2008 quarter, the portfolio's average holding had a 5-year-average return on equity of 19.3% and an average dividend yield of 3.8%; both measures substantially higher than the average S&P 500 stock. The average position had a market capitalization of \$33.1 billion, a debt ratio of 42.5% and earnings per share that are expected to grow 9.2% during the next several years. We believe these financial characteristics will lead to positive long-term returns for the Fund.

During the quarter we purchased shares of Apartment Investment and Management, General Electric and Seagate Technology. We sold our positions in Mid-America Apartment Communities, 3M and Norfolk Southern.

Leggett & Platt, one of our larger holdings, produces many of the metal parts, foams, fibers and other specialty fixtures necessary for the manufacture of residential and commercial bedding, furniture and many other related items. Business has been sluggish recently due to the decline in the housing and remodeling market. Leggett is in strong financial condition, has improved its market position, reduced costs and is poised to resume growth as soon as the home furnishing environment stabilizes, which should be sometime in 2009. The shares sell at 1.4 times book and yield 5.7% which, in our opinion, represent a positive risk reward ratio.

#### **Meridian Growth Fund® (MERDX)**

The Meridian Growth Fund's net asset value per share at September 30, 2008 was \$32.94. This represents a decrease of 12.7% for the calendar year to date. The Fund's total return and average annual compound rate of return since inception, August 1, 1984, were 1,628.5% and 12.5%, respectively. The Fund's assets at the close of the quarter were invested 5.0% in cash and cash equivalents and 95.0% in stocks. Total net assets were \$1,410,806,285 and there were 64,357 shareholders.

Economic uncertainty is not good for stocks, even though stock valuations are attractive. Most financial institutions are highly leveraged and the investment climate will remain difficult until we are able to define the magnitude of the credit problems. Our portfolio is diversified with small and medium-sized growth stocks. The companies, in general, have excellent long-term growth prospects, high returns on capital, strong financial characteristics and are well managed. We believe they will hold up relatively well in the current environment and do well long-term. Our heaviest areas of concentration, as usual, are technology, health care and consumer.

During the quarter we purchased shares of International Game Technology and VeriSign.

Mercury General Corp, one of our larger holdings, primarily engages in writing automobile and homeowner insurance in California which accounts for 67% and 13% of total policies-in-force, respectively. The company is the second largest automobile insurer in California with about 10% market share. Mercury has a limited presence in several other states, including New Jersey, Arizona, Pennsylvania and Nevada. Management is in the process of implementing improved systems, controls and underwriting procedures before taking on additional business outside of California. We believe that expansion outside California however, will eventually be a major driver of future growth. Mercury's investment portfolio is fairly conservative and largely comprised of state and municipal bonds. The company has an experienced management team with a strong track record and is well positioned to grow, especially when the insurance market improves. The shares sell at a reasonable valuation, have a strong balance sheet and financial returns and yield in excess of 5%.

#### **Meridian Value Fund® (MVALX)**

The Meridian Value Fund's net asset value per share at September 30, 2008 was \$28.39. This represents a decrease of 11.1% for the calendar year to date. The Fund's total return and average compounded annual rate of return since June 30, 1995, were 638.0% and 16.3%, respectively. The comparable period returns for the S&P 500 with dividends were 169.0% and 7.8%, respectively. The Fund's assets at the close of the quarter were invested 5.3% in cash and cash equivalents and 94.7% in stocks. Total net assets were \$1,270,282,813 and there were 63,482 shareholders.

Our investment strategy remains unchanged. We continue to seek out-of-favor companies that we believe have defensible positions in their industries, strong or improving balance sheets, reasonable valuations and good prospects for earnings growth. It is our position that over the long term this strategy will produce returns that outperform the market in general. In our opinion the portfolio is well positioned, reasonably valued and diversified. We hold 54 positions, representing 24 industry groups. We continue to invest in companies of all market capitalizations and our largest areas of concentration are healthcare products, technology and industrial products. The outlook for our approach, in our view, is favorable at this time.

During the quarter we purchased shares of Carters, Harley-Davidson, Jackson Hewitt Tax Service and Kraft Foods. We sold our positions in BP, Barr Pharmaceuticals, Anheuser-Busch, Gol Linhas Aereas Intel and Hanesbrands.

Hawaiian Electric Industries, Inc., one of our larger holdings, is the dominant electric utility in Hawaii. Earnings declined in 2006 and 2007 as years of strong economic growth in Hawaii spurred high demand for electricity that outstripped the company's infrastructure, leading to elevated operating and maintenance costs. Earnings resumed growth in 2008 as rate increases now cover some of these increased operating costs, and further relief should come in 2009 and 2010 as new generating capacity comes online and earns double-digit returns on investment. We expect earnings to grow from estimates of \$1.69 per share this year to \$2.50 per share or more

over the next 3 to 5 years. We believe the stock is a compelling value at roughly 10 times normalized earnings and with a current dividend yield close to 5%.

### **Miscellaneous**

The Meridian Funds are no-load and there are no transaction fees or commissions charged when purchased directly through our transfer agent, PNC Global Investment Servicing (U.S.), Inc. This can be a very cost-effective method to purchase shares of the Meridian Funds for shareholders who do not need the services of a broker-dealer and for long-term investors that make multiple purchases.

We have added a new E-mail Alerts feature to our website at *www.meridianfund.com*. When you sign up for E-mail Alerts you will receive notification of news items, shareholder reports, SEC filings, and other information regarding the Meridian Funds.

**The information provided in this report should not be considered investment advice or a recommendation to purchase or sell any particular security. There is no assurance that any securities discussed herein will remain in a particular Fund's portfolio at the time you receive this report or that securities sold have not been repurchased. Securities discussed are presented as illustrations of companies that fit a particular Fund's investment strategy and do not represent a Fund's entire portfolio and in the aggregate may represent only a small percentage of a Fund's portfolio holdings. It should not be assumed that any of the securities transactions or holdings discussed were or will prove to be profitable, or that investment decisions Fund management makes in the future will be profitable or will equal the investment performance of the securities discussed herein. Management's views presented herein and any discussion of a particular Fund's portfolio holdings or performance are as of September 30, 2008 and are subject to change without notice.**

# Meridian Equity Income Fund<sup>®</sup>

## Summary of Portfolio Holdings

September 30, 2008 (Unaudited)

### Portfolio Holdings by Category (% of total net assets)

Household-Home Furnishings . . . . .	2.7%	\$ 839,460
Restaurants . . . . .	2.5	771,250
General Merchandise Stores . . . . .	2.4	746,550
Pharmaceuticals . . . . .	2.4	743,721
Household Products . . . . .	2.3	716,482
Paper & Forest Products . . . . .	2.2	693,770
Food & Meats-Packaged . . . . .	2.2	687,750
Data Processing & Outsourced Services . . . . .	2.2	675,450
Food Distributors . . . . .	2.1	675,177
REITs-Diversified . . . . .	2.1	672,384
Tobacco . . . . .	2.1	666,337
Paper & Packaging . . . . .	2.1	664,832
Soft Drinks . . . . .	2.1	655,712
Banking-Diversified Banks . . . . .	2.1	653,997
Hotel Resorts & Cruise Lines . . . . .	2.0	637,714
Utilities-Gas . . . . .	2.0	637,014
Housewares Specialties . . . . .	2.0	635,168
Industrial Conglomerates . . . . .	2.0	629,850
Computer Hardware . . . . .	2.0	628,262
Office Services & Supplies . . . . .	2.0	625,166
Commercial Printing . . . . .	2.0	623,430
Food Retail . . . . .	2.0	622,790
Chemicals-Diversified . . . . .	2.0	619,710
Leisure Products . . . . .	2.0	615,164
Personal Products . . . . .	1.9	611,494
Oil & Gas-Integrated . . . . .	1.9	610,352
Environmental Facilities & Services . . . . .	1.9	607,442
Household Appliances . . . . .	1.9	607,317
Semiconductors . . . . .	1.9	603,574
Insurance-Life & Health . . . . .	1.9	602,979
Telecommunication Services-Integrated . . . . .	1.9	599,722
Computer Storage & Peripherals . . . . .	1.9	591,456
Motorcycle Manufacturers . . . . .	1.9	589,340

# Meridian Equity Income Fund<sup>®</sup>

## Summary of Portfolio Holdings (continued)

September 30, 2008 (Unaudited)

Construction Materials . . . . .	1.9%	\$ 588,550
Insurance-Property & Casualty . . . . .	1.9	588,289
Aerospace/Defense . . . . .	1.9	584,970
Distributors . . . . .	1.9	582,442
Insurance Brokers . . . . .	1.8	581,486
Apparel Accessories & Luxury Goods . . . . .	1.8	579,825
Air Freight & Logistics . . . . .	1.8	573,242
Chemicals-Specialty . . . . .	1.8	572,947
Industrial Machinery . . . . .	1.8	568,542
Construction Materials-Steel . . . . .	1.8	567,000
Media-Broadcasting & Cable TV . . . . .	1.8	558,414
Electrical Components & Equipment . . . . .	1.7	546,780
Machinery-Construction Farm & Heavy Trucks . . . . .	1.7	542,360
Auto Parts & Equipment . . . . .	1.5	465,075
Brewers . . . . .	1.0	324,400
Banking-Investment Banking & Brokerage . . . . .	1.0	319,700
Banking-Regional Banks . . . . .	0.9	286,080
Cash & Other Assets, Less Liabilities . . . . .	3.4	1,070,589
	<u>100.0%</u>	<u>\$31,461,507</u>

# Meridian Growth Fund<sup>®</sup>

## Summary of Portfolio Holdings

September 30, 2008 (Unaudited)

### Portfolio Holdings by Category (% of total net assets)

Healthcare Products . . . . .	9.4%	\$ 132,534,023
Industrial Conglomerates . . . . .	9.4	132,439,520
Tech-Software . . . . .	8.0	112,498,115
Retail . . . . .	6.2	87,597,050
Insurance Brokers . . . . .	5.8	82,263,505
Technology . . . . .	5.5	77,265,037
Business Services . . . . .	5.0	70,980,010
Brokerage & Money Management . . . . .	4.2	58,713,383
U.S. Government Obligations . . . . .	3.9	54,892,181
Insurance-Property & Casualty . . . . .	3.3	47,149,386
Consumer Services . . . . .	3.1	43,501,780
Healthcare Information Services . . . . .	2.8	39,927,355
Restaurants . . . . .	2.8	39,921,054
REITs-Diversified . . . . .	2.7	38,215,800
Healthcare Services . . . . .	2.7	37,963,840
Banking . . . . .	2.6	36,784,992
Cellular Communications . . . . .	2.6	36,718,176
Industrial Services . . . . .	2.6	36,084,447
Chemicals-Specialty . . . . .	2.5	34,966,913
Construction . . . . .	2.4	34,178,907
Distributors . . . . .	2.4	34,099,896
Computer Hardware . . . . .	2.4	33,590,923
Energy . . . . .	2.2	30,289,154
Leisure & Amusement . . . . .	1.8	25,770,151
Leisure Products . . . . .	1.7	23,484,472
Casino & Gaming . . . . .	0.5	7,457,838
Aerospace/Defense . . . . .	0.4	5,323,629
Cash & Other Assets, Less Liabilities . . . . .	1.1	16,194,748
	<u>100.0%</u>	<u>\$1,410,806,285</u>

# Meridian Value Fund<sup>®</sup>

## Summary of Portfolio Holdings

September 30, 2008 (Unaudited)

### Portfolio Holdings by Category (% of total net assets)

Healthcare Products . . . . .	16.2%	\$ 205,914,702
Industrial Products . . . . .	12.5	158,996,008
Utilities . . . . .	9.6	121,986,327
Consumer Products . . . . .	8.3	105,460,670
Energy . . . . .	7.0	89,717,415
Media . . . . .	5.0	62,973,098
Pharmaceuticals . . . . .	4.9	61,978,448
U.S. Government Obligations . . . . .	4.7	59,869,869
Technology . . . . .	3.6	45,421,902
Insurance Brokers . . . . .	3.1	39,237,838
Information Technology Services . . . . .	3.0	38,326,500
Telecommunications Services . . . . .	2.9	37,288,580
Leisure Products . . . . .	2.7	34,947,088
Semiconductors . . . . .	2.5	31,451,416
Food & Meats-Packaged . . . . .	2.1	26,861,550
Apparel . . . . .	2.1	26,247,814
Trucking . . . . .	1.7	21,358,062
Metals . . . . .	1.6	20,725,908
Leisure & Amusement . . . . .	1.4	17,353,786
Banking . . . . .	1.2	16,048,540
Aerospace/Defense . . . . .	1.0	12,138,444
Engineering & Construction . . . . .	0.9	11,220,396
Consumer Services . . . . .	0.6	7,758,972
Motorcycle Manufactures . . . . .	0.5	6,314,890
Agriculture . . . . .	0.3	3,411,720
Cash & Other Assets, Less Liabilities . . . . .	0.6	7,272,870
	<u>100.0%</u>	<u>\$1,270,282,813</u>

# Meridian Equity Income Fund<sup>®</sup>

## Schedule of Investments

September 30, 2008 (Unaudited)

	Shares	Value*		Shares	Value*
COMMON STOCKS - 96.6%			COMPUTER HARDWARE - 2.0%		
AEROSPACE/DEFENSE - 1.9%			Diebold, Inc. . . . .	18,975	\$ 628,262
Boeing Co. . . . .	10,200	\$ 584,970	COMPUTER STORAGE & PERIPHERALS - 1.9%		
AIR FREIGHT & LOGISTICS - 1.8%			Seagate Technology . . . . .	48,800	591,456
United Parcel Service, Inc.			CONSTRUCTION MATERIALS - 1.9%		
Class B . . . . .	9,115	573,242	Vulcan Materials Co. . . . .	7,900	588,550
APPAREL ACCESSORIES & LUXURY GOODS - 1.8%			CONSTRUCTION MATERIALS-STEEL - 1.8%		
VF Corp. . . . .	7,500	579,825	Timken Co. . . . .	20,000	567,000
AUTO PARTS & EQUIPMENT - 1.5%			DATA PROCESSING & OUTSOURCED SERVICES - 2.2%		
Autoliv, Inc. (Sweden) . . . . .	13,780	465,075	Automatic Data Processing,		
BANKING-DIVERSIFIED BANKS - 2.1%			Inc. . . . .	15,800	675,450
Comerica, Inc. . . . .	19,945	653,997	DISTRIBUTORS - 1.9%		
BANKING-INVESTMENT BANKING &			Genuine Parts Co. . . . .	14,485	582,442
BROKERAGE - 1.0%			ELECTRICAL COMPONENTS & EQUIPMENT - 1.7%		
Morgan Stanley . . . . .	13,900	319,700	Hubbell, Inc. Class B . . . . .	15,600	546,780
BANKING-REGIONAL BANKS - 0.9%			ENVIRONMENTAL FACILITIES & SERVICES - 1.9%		
Regions Financial Corp. . . . .	29,800	286,080	Waste Management, Inc. . . . .	19,290	607,442
BREWERS - 1.0%			FOOD DISTRIBUTORS - 2.1%		
Anheuser-Busch Cos., Inc. . . . .	5,000	324,400	SYSCO Corp. . . . .	21,900	675,177
CHEMICALS-DIVERSIFIED - 2.0%			FOOD & MEATS-PACKAGED - 2.2%		
Dow Chemical Co. (The) . . . . .	19,500	619,710	Kraft Foods, Inc. Class A . . . . .	21,000	687,750
CHEMICALS-SPECIALTY - 1.8%			FOOD RETAIL - 2.0%		
RPM International, Inc. . . . .	29,625	572,947	SUPERVALU, Inc. . . . .	28,700	622,790
COMMERCIAL PRINTING - 2.0%			GENERAL MERCHANDISE STORES - 2.4%		
R. R. Donnelley & Sons Co. . . . .	25,415	623,430	Family Dollar Stores, Inc. . . . .	31,500	746,550

# Meridian Equity Income Fund<sup>®</sup>

## Schedule of Investments (continued)

September 30, 2008 (Unaudited)

	<u>Shares</u>	<u>Value*</u>		<u>Shares</u>	<u>Value*</u>
COMMON STOCK (continued)			MACHINERY-CONSTRUCTION, FARM & HEAVY TRUCKS - 1.7%		
HOTEL RESORTS & CRUISE LINES - 2.0%			Caterpillar, Inc. . . . . .	9,100	\$ 542,360
Carnival Corp. . . . . .	18,040	\$ 637,714			
			MEDIA-BROADCASTING & CABLE TV - 1.8%		
HOUSEHOLD APPLIANCES - 1.9%			CBS Corp. Class B . . . . .	38,300	558,414
Stanley Works (The) . . . . .	14,550	607,317			
			MOTORCYCLE MANUFACTURERS - 1.9%		
HOUSEHOLD-HOME FURNISHINGS - 2.7%			Harley-Davidson, Inc. . . . . .	15,800	589,340
Leggett & Platt, Inc. . . . . .	38,525	839,460			
			OFFICE SERVICES & SUPPLIES - 2.0%		
HOUSEHOLD PRODUCTS - 2.3%			Avery Dennison Corp. . . . . .	14,055	625,166
Kimberly-Clark Corp. . . . . .	11,050	716,482			
			OIL & GAS-INTEGRATED - 1.9%		
HOUSEWARES SPECIALTIES - 2.0%			Chevron Corp. . . . . .	7,400	610,352
Newell Rubbermaid, Inc. . . . . .	36,800	635,168			
			PAPER & FOREST PRODUCTS - 2.2%		
INDUSTRIAL CONGLOMERATES - 2.0%			International Paper Co. . . . . .	26,500	693,770
General Electric Co. . . . . .	24,700	629,850			
			PAPER & PACKAGING - 2.1%		
INDUSTRIAL MACHINERY - 1.8%			Sonoco Products Co. . . . . .	22,400	664,832
Eaton Corp. . . . . .	10,120	568,542			
			PERSONAL PRODUCTS - 1.9%		
INSURANCE BROKERS - 1.8%			Nu Skin Enterprises, Inc.		
Willis Group Holdings, Ltd.			Class A . . . . .	37,700	611,494
(United Kingdom) . . . . .	18,025	581,486			
			PHARMACEUTICALS - 2.4%		
INSURANCE-LIFE & HEALTH - 1.9%			Johnson & Johnson . . . . .	10,735	743,721
Lincoln National Corp. . . . . .	14,085	602,979			
			REITS-DIVERSIFIED - 2.1%		
INSURANCE-PROPERTY & CASUALTY - 1.9%			Apartment Investment & Management Co. Class A REIT . . . . .	19,200	672,384
Mercury General Corp. . . . . .	10,745	588,289			
			RESTAURANTS - 2.5%		
LEISURE PRODUCTS - 2.0%			McDonald's Corp. . . . . .	12,500	771,250
Mattel, Inc. . . . . .	34,100	615,164			

# Meridian Equity Income Fund<sup>®</sup>

## Schedule of Investments (continued)

September 30, 2008 (Unaudited)

	<u>Shares</u>	<u>Value*</u>
COMMON STOCK (continued)		
SEMICONDUCTORS - 1.9%		
Intel Corp. . . . .	32,225	\$ 603,574
SOFT DRINKS - 2.1%		
Coca-Cola Co. (The) . . . . .	12,400	655,712
TELECOMMUNICATION SERVICES- INTEGRATED - 1.9%		
AT&T, Inc. . . . .	21,480	599,722
TOBACCO - 2.1%		
Reynolds American, Inc. . . . .	13,705	666,337
UTILITIES-GAS - 2.0%		
AGL Resources, Inc. . . . .	20,300	637,014
TOTAL INVESTMENTS - 96.6%		
(Cost \$35,441,373) . . . . .		30,390,918
CASH AND OTHER ASSETS, LESS LIABILITIES - 3.4% . . . . .		<u>1,070,589</u>
NET ASSETS - 100.0% . . . . .		<u>\$31,461,507</u>

The aggregate book cost is \$35,441,373.

The aggregate gross unrealized appreciation is \$619,648.

The aggregate gross unrealized depreciation is \$(5,670,103).

The net unrealized depreciation is \$(5,050,455).

REIT - Real Estate Investment Trust

\* **Investment Valuation:** Marketable securities are valued at the closing price or last sales price on the principal exchange or market on which they are traded; or, if there were no sales that day, at the last reported bid price. Securities and other assets for which reliable market quotations are not readily available or for which a significant event has occurred since the time of the most recent market quotation, will be valued at their fair value as determined by the Adviser under the guidelines established by, and under the general supervision and responsibility of, the Funds' Board

of Directors. Short-term securities with original or remaining maturities more than 60 days are valued at the mean of their quoted bid and asked prices. Short-term securities with 60 days or less to maturity are amortized to maturity based on their cost to the Fund if acquired within 60 days of maturity or, if already held by the Fund on the 60th day, based on the value determined on the 61st day.

Financial Accounting Standards Boards Statements of Financial Accounting Standards No. 157, "Fair Value Measurements" clarifies the definition of fair value, establishes a framework for measuring fair values and requires additional disclosures about the use of fair value measurements. Various inputs are used in determining the fair value of investments, which are as follows:

Level 1 - quoted prices in active markets for identical securities

Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 - significant unobservable inputs (including the Fund's determinations as to the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of inputs used to value the Fund's net assets as of September 30, 2008 is as follows:

<u>Valuation Inputs</u>	<u>Investments in Securities</u>
Level 1 - Quoted Prices	\$30,390,918
Level 2 - Other Significant Observable Inputs	0
Level 3 - Significant Unobservable Inputs	0
Total Market value of Investments	<u>\$30,390,918</u>

# Meridian Growth Fund®

## Schedule of Investments

September 30, 2008 (Unaudited)

	Shares	Value***		Shares	Value***
COMMON STOCKS - 95.0%			ENERGY - 2.2%		
AEROSPACE/DEFENSE - 0.4%			FMC Technologies, Inc.* . . .	650,680	\$ 30,289,154
BE Aerospace, Inc.* . . . . .	336,300	\$ 5,323,629			
BANKING - 2.6%			HEALTHCARE INFORMATION SERVICES - 2.8%		
SVB Financial Group* . . . .	635,100	36,784,992	Cerner Corp.* . . . . .	894,430	39,927,355
BROKERAGE & MONEY MANAGEMENT - 4.2%			HEALTHCARE PRODUCTS - 9.4%		
Affiliated Managers Group, Inc.* . . . . .	301,000	24,937,850	C. R. Bard, Inc. . . . .	473,075	44,880,625
T. Rowe Price Group, Inc. . .	628,850	33,775,533	DENTSPLY International, Inc. . . . .	1,155,600	43,381,224
		58,713,383	Edwards Lifesciences Corp.* . . . . .	766,485	44,272,174
BUSINESS SERVICES - 5.0%					132,534,023
Dun & Bradstreet Corp. . . .	386,300	36,451,268	HEALTHCARE SERVICES - 2.7%		
Global Payments, Inc. . . . .	769,700	34,528,742	Millipore Corp.* . . . . .	551,800	37,963,840
		70,980,010	INDUSTRIAL CONGLOMERATES - 9.4%		
CASINOS & GAMING - 0.5%			Airgas, Inc. . . . .	556,367	27,623,622
International Game Technology . . . . .	434,100	7,457,838	Cooper Industries, Ltd. Class A . . . . .	851,000	33,997,450
CELLULAR COMMUNICATIONS - 2.6%			Dionex Corp.* . . . . .	555,800	35,321,090
American Tower Corp. Class A* . . . . .	1,020,800	36,718,176	Pall Corp. . . . .	1,032,200	35,497,358
CHEMICALS-SPECIALTY - 2.5%					132,439,520
RPM International, Inc. . . .	1,808,010	34,966,913	INDUSTRIAL SERVICES - 2.6%		
COMPUTER HARDWARE - 2.4%			Allied Waste Industries, Inc.* . . . . .	3,247,925	36,084,447
Diebold, Inc. . . . .	1,014,525	33,590,923	INSURANCE BROKERS - 5.8%		
CONSTRUCTION - 2.4%			Brown & Brown, Inc. . . . .	2,064,350	44,631,247
Granite Construction, Inc. . .	954,185	34,178,907	Willis Group Holdings, Ltd. (United Kingdom) . . . . .	1,166,530	37,632,258
CONSUMER SERVICES - 3.1%					82,263,505
Rollins, Inc. . . . .	2,291,980	43,501,780	INSURANCE-PROPERTY & CASUALTY - 3.3%		
DISTRIBUTORS - 2.4%			Mercury General Corp. . . . .	861,176	47,149,386
Watsco, Inc. . . . .	678,200	34,099,896	LEISURE & AMUSEMENT - 1.8%		
			Royal Caribbean Cruises, Ltd. . . . .	1,241,935	25,770,151
			LEISURE PRODUCTS - 1.7%		
			Mattel, Inc. . . . .	1,301,800	23,484,472

# Meridian Growth Fund<sup>®</sup>

## Schedule of Investments (continued)

September 30, 2008 (Unaudited)

	Shares	Value**		Value***
COMMON STOCK (continued)			U.S. GOVERNMENT OBLIGATIONS - 3.9%	
REITS-DIVERSIFIED - 2.7%			U.S. Treasury Bill @ 0.978%**	
Digital Realty Trust, Inc.			due 10/30/08	
REIT . . . . .	808,800	\$ 38,215,800	(Face Value \$5,000,000) . . . . .	4,996,117
RESTAURANTS - 2.8%			U.S. Treasury Bill @ 1.664%**	
CBRL Group, Inc. . . . .	497,088	13,073,414	due 10/30/08	
Jack in the Box, Inc.* . . . .	1,272,400	26,847,640	(Face Value \$15,000,000) . . . . .	14,980,244
		39,921,054	U.S. Treasury Bill @ 1.703%**	
RETAIL - 6.2%			due 11/20/08	
Bed Bath & Beyond, Inc.* . .	193,300	6,071,553	(Face Value \$20,000,000) . . . . .	19,953,528
PetSmart, Inc. . . . .	1,666,900	40,336,398	U.S. Treasury Bill @ 1.841%**	
Ross Stores, Inc. . . . .	1,095,800	87,597,050	due 11/20/08	
			(Face Value \$15,000,000) . . . . .	14,962,292
TECHNOLOGY - 5.5%			TOTAL U.S. GOVERNMENT OBLIGATIONS	
NetApp, Inc.* . . . . .	1,036,700	18,899,041	(Cost \$54,892,180) . . . . .	54,892,181
Trimble Navigation, Ltd.* . .	856,200	22,141,332	TOTAL INVESTMENTS - 98.9%	
VeriSign, Inc.* . . . . .	59,900	1,562,192	(Cost \$1,324,307,335) . . . . .	1,394,611,537
Zebra Technologies Corp.			CASH AND OTHER ASSETS, LESS	
Class A* . . . . .	1,244,613	34,662,472	LIABILITIES - 1.1% . . . . .	16,194,748
		77,265,037	NET ASSETS - 100.0% . . . . .	\$1,410,806,285
TECH-SOFTWARE - 8.0%				
Advent Software, Inc.* . . . .	935,338	32,951,958	The aggregate book cost is \$1,324,307,335.	
Blackbaud, Inc. . . . .	1,064,500	19,640,025	The aggregate gross unrealized appreciation is \$199,726,458.	
MICROS Systems, Inc.* . . . .	1,131,400	30,163,124	The aggregate gross unrealized depreciation is \$(129,422,256).	
Nuance Communications,			The net unrealized appreciation is \$70,304,202.	
Inc.* . . . . .	448,200	5,463,558	REIT - Real Estate Investment Trust	
Teradata Corp.* . . . . .	1,245,100	24,279,450	* Non-income producing securities	
		112,498,115	** Annualized yield at date of purchase	
TOTAL COMMON STOCKS - 95.0%			*** <b>Investment Valuation:</b> Marketable securities are val-	
(Cost \$1,269,415,154) . . . . .		1,339,719,356	ued at the closing price or last sales price on the principal	

# Meridian Growth Fund<sup>®</sup>

## Schedule of Investments (continued)

September 30, 2008 (Unaudited)

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maturity or, if already held by the Fund on the 60th day, based on the value determined on the 61st day.

Financial Accounting Standards Boards Statements of Financial Accounting Standards No. 157, "Fair Value Measurements" clarifies the definition of fair value, establishes a framework for measuring fair values and requires additional disclosures about the use of fair value measurements. Various inputs are used in determining the fair value of investments, which are as follows:

Level 1 - quoted prices in active markets for identical securities

Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 - significant unobservable inputs (including the Fund's determinations as to the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of inputs used to value the Fund's net assets as of September 30, 2008 is as follows:

<u>Valuation Inputs</u>	<u>Investments in Securities</u>
Level 1 - Quoted Prices	\$1,339,719,357
Level 2 - Other Significant Observable Inputs	54,892,180
Level 3 - Significant Unobservable Inputs	0
Total Market value of Investments	<u>\$1,394,611,537</u>

# Meridian Value Fund®

## Schedule of Investments

September 30, 2008 (Unaudited)

	Shares	Value***		Shares	Value***
COMMON STOCKS - 94.7%			HEALTHCARE PRODUCTS - 16.2%		
AEROSPACE/DEFENSE - 1.0%			Abbott Laboratories . . . . .	684,300	\$ 39,401,994
BE Aerospace, Inc.* . . . . .	766,800	\$ 12,138,444	Affymetrix, Inc.* . . . . .	1,281,900	9,921,906
AMERICAN MEDICAL SYSTEMS HOLDINGS, INC.* . . . . .			American Medical Systems Holdings, Inc.* . . . . .	1,872,700	33,259,152
AGRICULTURE - 0.3%			Baxter International, Inc. . . . .	350,700	23,016,441
Bunge, Ltd. . . . .	54,000	3,411,720	Beckman Coulter, Inc. . . . .	480,100	34,082,299
APPAREL - 2.1%			Covidien, Ltd. . . . .	611,200	32,858,112
Carter's, Inc.* . . . . .	448,300	8,844,959	STERIS Corp. . . . .	888,100	33,374,798
Liz Claiborne, Inc. . . . .	841,700	13,829,131			205,914,702
Quiksilver, Inc.* . . . . .	622,600	3,573,724	INDUSTRIAL PRODUCTS - 12.5%		
		26,247,814	Albany International Corp.		
BANKING - 1.2%			Class A . . . . .	1,035,800	28,308,414
Annaly Capital Management, Inc. REIT . . . . .	1,193,200	16,048,540	Cabot Corp. . . . .	1,042,800	33,140,184
CONSUMER PRODUCTS - 8.3%			Franklin Electric Co., Inc. . . . .	632,800	28,191,240
Avon Products, Inc. . . . .	805,500	33,484,635	Mine Safety Appliances Co. . . . .	631,250	24,063,250
Briggs & Stratton Corp. . . . .	927,700	15,010,186	Schnitzer Steel Industries, Inc. Class A . . . . .	142,400	5,587,776
Electronic Arts, Inc.* . . . . .	619,800	22,926,402	Sealed Air Corp. . . . .	1,805,600	39,705,144
Pactiv Corp.* . . . . .	1,370,900	34,039,447			158,996,008
		105,460,670	INFORMATION TECHNOLOGY SERVICES - 3.0%		
CONSUMER SERVICES - 0.6%			CACI International, Inc.		
Jackson Hewitt Tax Service, Inc. . . . .	505,800	7,758,972	Class A* . . . . .	765,000	38,326,500
ENERGY - 7.0%			INSURANCE BROKERS - 3.1%		
Exterran Holdings, Inc.* . . . . .	315,850	10,094,566	Willis Group Holdings, Ltd. (United Kingdom) . . . . .	1,216,300	39,237,838
International Coal Group, Inc.* . . . . .	1,454,800	9,077,952	LEISURE & AMUSEMENT - 1.4%		
Kinder Morgan Management, LLC* . . . . .	845,112	41,579,517	Polaris Industries, Inc. . . . .	235,600	10,717,444
TETRA Technologies, Inc.* . . . . .	815,300	11,291,905	Shuffle Master, Inc.* . . . . .	1,303,800	6,636,342
Transocean, Inc.* . . . . .	160,902	17,673,475			17,353,786
		89,717,415	LEISURE PRODUCTS - 2.7%		
ENGINEERING & CONSTRUCTION - 0.9%			Mattel, Inc. . . . .	1,937,200	34,947,088
KBR, Inc. . . . .	734,800	11,220,396	MEDIA - 5.0%		
FOOD & MEATS-PACKAGED - 2.1%			Arbitron, Inc. . . . .	191,500	8,558,135
Kraft Foods, Inc. Class A . . . . .	820,200	26,861,550	Grupo Televisa SA ADR (Mexico) . . . . .	1,233,500	26,976,645
			Marvel Entertainment, Inc.* . . . . .	803,700	27,438,318
					62,973,098
			METALS - 1.6%		
			Gold Fields, Ltd. ADR . . . . .	2,161,200	20,725,908

# Meridian Value Fund<sup>®</sup>

## Schedule of Investments (continued)

September 30, 2008 (Unaudited)

	Shares	Value***		Value***
COMMON STOCK (continued)			U.S. GOVERNMENT OBLIGATIONS - 4.7%	
MOTORCYCLE MANUFACTURERS - 0.5%			U.S. Treasury Bill @ 1.703%**	
Harley-Davidson, Inc. . . . .	169,300	\$ 6,314,890	due 11/20/08	
			(Face Value \$15,000,000). . . . .	14,965,146
PHARMACEUTICALS - 4.9%			U.S. Treasury Bill @ 1.841%**	
Cephalon, Inc.* . . . . .	356,900	27,656,181	due 11/20/08	
Charles River Laboratories			(Face Value \$30,000,000). . . . .	29,924,583
International, Inc.* . . . . .	238,700	13,255,011	U.S. Treasury Bill @ 1.675%**	
ImClone Systems, Inc.* . . . . .	337,400	21,067,256	due 12/04/08	
		61,978,448	(Face Value \$15,000,000). . . . .	14,980,140
SEMICONDUCTORS - 2.5%			TOTAL U.S. GOVERNMENT OBLIGATIONS	
Intel Corp. . . . .	1,679,200	31,451,416	(Cost \$59,845,862) . . . . .	59,869,869
TECHNOLOGY - 3.6%			TOTAL INVESTMENTS - 99.4%	
Intermec, Inc.* . . . . .	1,072,300	21,059,972	(Cost \$1,324,973,086) . . . . .	1,263,009,943
Western Digital Corp.* . . . . .	274,000	5,841,680	CASH AND OTHER ASSETS, LESS	
Zebra Technologies Corp.			LIABILITIES - 0.6% . . . . .	7,272,870
Class A* . . . . .	665,000	18,520,250	NET ASSETS - 100.0% . . . . .	\$1,270,282,813
		45,421,902		
TELECOMMUNICATIONS SERVICES - 2.9%			The aggregate book cost is \$1,324,973,086.	
Verizon Communications,			The aggregate gross unrealized appreciation is \$80,573,403.	
Inc. . . . .	1,162,000	37,288,580	The aggregate gross unrealized depreciation is \$(142,536,546).	
			The net unrealized depreciation is \$(61,963,143).	
TRUCKING - 1.7%			ADR - American Depository Receipt	
Con-way, Inc. . . . .	484,200	21,358,062	REIT - Real Estate Investment Trust	
UTILITIES - 9.6%			* Non-income producing securities	
Avista Corp . . . . .	1,112,100	24,143,691	** Annualized yield at date of purchase	
Dynegy, Inc. Class A* . . . . .	5,321,600	19,051,328	*** <b>Investment Valuation:</b> Marketable securities are val-	
Hawaiian Electric Industries,			ued at the closing price or last sales price on the principal	
Inc. . . . .	1,419,875	41,190,574	exchange or market on which they are traded; or, if there	
Progress Energy, Inc . . . . .	871,800	37,600,734	were no sales that day, at the last reported bid price.	
		121,986,327	Securities and other assets for which reliable market	
TOTAL COMMON STOCKS - 94.7%			quotations are not readily available or for which a signi-	
(Cost \$1,265,127,224) . . . . .		1,203,140,074	ficant event has occurred since the time of the most	

The aggregate book cost is \$1,324,973,086.  
The aggregate gross unrealized appreciation is \$80,573,403.  
The aggregate gross unrealized depreciation is \$(142,536,546).  
The net unrealized depreciation is \$(61,963,143).

ADR - American Depository Receipt  
REIT - Real Estate Investment Trust

\* Non-income producing securities  
\*\* Annualized yield at date of purchase  
\*\*\* **Investment Valuation:** Marketable securities are val-  
ued at the closing price or last sales price on the principal  
exchange or market on which they are traded; or, if there  
were no sales that day, at the last reported bid price.  
Securities and other assets for which reliable market  
quotations are not readily available or for which a signi-  
ficant event has occurred since the time of the most  
recent market quotation, will be valued at their fair value  
as determined by the Adviser under the guidelines estab-  
lished by, and under the general supervision and respon-  
sibility of, the Funds' Board of Directors. Short-term  
securities with original or remaining maturities more  
than 60 days are valued at the mean of their quoted  
bid and asked prices. Short-term securities with 60 days  
or less to maturity are amortized to maturity based on  
their cost to the Fund if acquired within 60 days of  
maturity or, if already held by the Fund on the 60th day,  
based on the value determined on the 61st day.

Financial Accounting Standards Boards Statements of  
Financial Accounting Standards No. 157, "Fair Value

# Meridian Value Fund<sup>®</sup>

## Schedule of Investments (continued)

September 30, 2008 (Unaudited)

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Measurements” clarifies the definition of fair value, establishes a framework for measuring fair values and requires additional disclosures about the use of fair value measurements. Various inputs are used in determining the fair value of investments, which are as follows:

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Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 - significant unobservable inputs (including the Fund’s determinations as to the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of inputs used to value the Fund’s net assets as of September 30, 2008 is as follows:

<u>Valuation Inputs</u>	<u>Investments in Securities</u>
Level 1 - Quoted Prices	\$1,203,140,074
Level 2 - Other Significant Observable Inputs	59,869,869
Level 3 - Significant Unobservable Inputs	0
Total Market value of Investments	<u>\$1,263,009,943</u>

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# MERIDIAN FUND, INC.

This report is submitted for the information of shareholders of Meridian Fund, Inc. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus.

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## *Officers and Directors*

RICHARD F. ASTER, JR.  
President and Director

MICHAEL S. ERICKSON

JAMES B. GLAVIN

HERBERT C. KAY

RONALD ROTTER

MICHAEL STOLPER  
Directors

GREGG B. KEELING  
Chief Financial Officer  
Treasurer and Secretary  
Chief Compliance Officer

## *Custodian*

PFPC TRUST COMPANY  
Philadelphia, Pennsylvania

## *Transfer Agent and Disbursing Agent*

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## *Counsel*

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Washington, D.C.

## *Auditors*

PRICEWATERHOUSECOOPERS LLP  
San Francisco, California

## MERIDIAN EQUITY INCOME FUND® MERIDIAN GROWTH FUND® MERIDIAN VALUE FUND® FIRST QUARTER REPORT



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September 30, 2008