

METROMEDIA INTERNATIONAL GROUP INC
 Form 4
 August 24, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Spokes Andrew J M

(Last) (First) (Middle)

C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 METROMEDIA INTERNATIONAL GROUP INC [MTRM]

3. Date of Earliest Transaction (Month/Day/Year)
 08/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Member of Group Owning 10%

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

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 (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock, par value \$0.01 per share | | | | (A) or (D) Price | 0 | I | See Footnotes (1) (2) (3) (4) (7) |

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

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number.

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| 7.25% Cumulative Convertible Preferred Stock | (5) | | | V (A) (D) | | 09/16/1997 (6) | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| Spokes Andrew J M C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111 | | X | | Member of Group Owning 10% |
| Noonday Capital LTD BURDETT HOUSE 15-16, BUCKINGHAM STREET LONDON, X0 WC2N 6DU | | X | | Member of Group Owning 10% |

Signatures

/s/ Monica R. Landry, as attorney-in-fact for Andrew J. M. Spokes
 **Signature of Reporting Person
 Date 08/24/2007

/s/ Monica R. Landry, as attorney-in-fact and/or authorized signer for NCLTD
 **Signature of Reporting Person
 Date 08/24/2007

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).

Andrew J. M. Spokes previously filed Form 4s with respect to securities of the Issuer owned directly by Farallon Capital Partners, L.P., Farallon Capital Institutional Partners, L.P., Farallon Capital Institutional Partners II, L.P., Farallon Capital Institutional Partners III, L.P. and Tincum Partners, L.P. (collectively, the "Partnerships"), by Noonday Capital Partners, L.L.C. ("NCP") and by one or more

(1) discretionary accounts (together the "Managed Accounts") managed by Farallon Capital Management, L.L.C. ("FCMLLC"). As sub-adviser to the Partnerships, NCP and the Managed Accounts, Noonday Asset Management LLP ("NAMLLP") and its senior managing member, Noonday Capital Limited ("NCLTD"), may each have been deemed to have beneficial ownership of the securities reported therein.

Until August 17, 2007, Mr. Spokes served as a managing member of NAMLLP. As such, Mr. Spokes may have been deemed the
(2) beneficial owner of the Issuer's securities beneficially owned by NAMLLP. Effective August 17, 2007, Mr. Spokes resigned as a managing member of NAMLLP and is therefore no longer a Reporting Person in such capacity.

On August 22, 2007, Mr. Spokes was appointed a managing member of (i) Farallon Partners, L.L.C. ("FPLLC"), the general partner of each of the Partnerships, (ii) FCMLLC, (iii) Noonday G.P. (U.S.), L.L.C. ("NGPUS") and (iv) Noonday Capital, L.L.C. ("NCLLC"), the
(3) general partner of Noonday Asset Management, L.P. ("NAMLP"). NGPUS and NAMLP each act as subadvisers to the Partnerships, NCP and the Managed Accounts. As a managing member of such entities, Mr. Spokes may be deemed to be the beneficial owner of the Issuer's securities owned by the Partnerships, NCP and the Managed Accounts. For further information regarding such deemed beneficial ownership, see the Form 3 filed by Mr. Spokes with respect to the Issuer on or about the date hereof.

(4) Also effective August 17, 2007, NCLTD resigned as senior managing member of NAMLLP and is therefore no longer a Reporting Person in such capacity.

The number of shares of 7.25% Cumulative Convertible Preferred Stock beneficially owned by such reporting persons is convertible at
(5) any time into the number of shares of common stock as is equal to the aggregate liquidation preference (\$50.00 per share), plus any accrued dividends to the date the Preferred Shares are surrendered for conversion, divided by an initial conversion price of \$15.00 subject to adjustment.

(6) The 7.25% Cumulative Convertible Preferred Stock is convertible at any time without expiration unless earlier redeemed at the Issuer's discretion.

Spokes, NCLTD, FCMLLC, NGPUS, NAMLP, NCLLC, NAMLLP and the individuals identified in the prior Form 3s and Form 4s
(7) disclaim any beneficial ownership of any of the Issuer's securities reported or referred to herein or therein for purposes of Rules 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "'34 Act"). FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or therein for purposes of Rule 16a-1(a) under the '34 Act, or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Partnerships.

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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