

METROMEDIA INTERNATIONAL GROUP INC

Form 4

December 08, 2006

**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 \*  
ESOPUS CREEK VALUE L P

(Last) (First) (Middle)

500 5TH AVE SUITE 2620

(Street)

NEW YORK, NY 10110

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
See (1)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	12/06/2006		P	550,000 A \$ 1.7873	3,080,000	D	(1) (2) (3)
Common Stock	12/06/2006		P	150,000 A \$ 1.7903	3,230,000	D	(1) (2) (3)
Common Stock	12/07/2006		P	100,000 A \$ 1.53	3,330,000	D	(1) (2) (3)
Common Stock	12/07/2006		P	500,000 A \$ 1.5372	3,830,000	D	(1) (2) (3)

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

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(9-02)

**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 Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESOPUS CREEK VALUE L P 500 5TH AVE SUITE 2620 NEW YORK, NY 10110		X		See (1)
Esopus Creek Advisors LLC 500 FIFTH AVENUE, SUITE 2620 NEW YORK, NY 10110		X		See (1)
Criscione Joseph S 500 FIFTH AVENUE, SUITE 2620 NEW YORK, NY 10110		X		See (1)
Sole Andrew L. 500 FIFTH AVENUE, SUITE 2620 NEW YORK, NY 10110		X		See (1)

## Signatures

Andrew L. Sole, Managing Member of Esopus Creek Advisors LLC, General Partner of Esopus Creek Value LP

12/08/2006

\_\_Signature of Reporting Person

Date

Andrew L. Sole

12/08/2006

\_\_Signature of Reporting Person

Date

Joseph S. Criscione

12/08/2006

\_\_Signature of Reporting Person

Date

Andrew L. Sole, Managing Member of Esopus Creek Advisors LLC

12/08/2006

\_\_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).
- (1) Esopus Creek Value LP (the "Fund") may be deemed to be a member of a group within the meaning of Rule 13d-5 promulgated under the Securities Exchange Act of 1934, as amended, consisting of D. E. Shaw Laminar Portfolios, L.L.C. and Black Horse Capital Advisors LLC and the other reporting persons (collectively, the "Group Members") identified in the Schedule 13D/A filed on November 22, 2006, as amended, by the Group Members.
  - (2) Esopus Creek Advisors LLC ("Advisors") is the general partner of the Fund. Andrew L. Sole and Joseph S. Criscione are the managing members of Advisors and are deemed to beneficially own the shares of common stock of the Issuer owned by the Fund. For purposes of this Form 4, Advisors and Messrs. Sole and Criscione disclaim ownership of the shares of common stock owned by the Fund except to the extent of their pecuniary interest therein.
  - (3) The Fund, Advisors and Messrs. Sole and Criscione disclaim any pecuniary interest in the shares of common stock owned by the other Group Members.

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.