

METROMEDIA INTERNATIONAL GROUP INC
 Form 3
 October 16, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â D.E. SHAW LAMINAR PORTFOLIOS, L.L.C.</p> <p>(Last) (First) (Middle)</p> <p>39TH FLOOR, TOWER 45,Â 120 WEST FORTY-FIFTH STREET</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/05/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>METROMEDIA INTERNATIONAL GROUP INC [MTRM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Footnotes (1) & (2)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value	6,813,000	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D.E. SHAW LAMINAR PORTFOLIOS, L.L.C. 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â	Â	See Footnotes (1) & (2)
D. E. SHAW & CO, L.P. 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â	Â	See Footnotes (1) & (2)
D. E. SHAW & CO, L.L.C. 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â	Â	See Footnotes (1) & (2)
SHAW DAVID E 39TH FLOOR, TOWER 45 120 WEST FORTY-FIFTH STREET NEW YORK, NY 10036	Â	Â	Â	See Footnotes (1) & (2)

Signatures

Julius Gaudio, Managing Director of D.E. Shaw & Co., L.L.C., as managing member of D.E. Shaw Laminar Portfolios, L.L.C.	10/16/2006
__Signature of Reporting Person	Date
Julius Gaudio, Managing Director of D.E. Shaw & Co., L.L.C.	10/16/2006
__Signature of Reporting Person	Date
Julius Gaudio, Managing Director of D.E. Shaw & Co., L.P.	10/16/2006
__Signature of Reporting Person	Date
Julius Gaudio, as Attorney-in-Fact for David E. Shaw	10/16/2006
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) On October 5, 2006, D. E. Shaw Laminar Portfolios, L.L.C. ("Laminar"), Esopus Creek Value LP ("Esopus"), Mellon HBV Alternative Strategies LLC ("Mellon"), and Cadence Investment Management, LLC ("Cadence") entered into a verbal, non-binding agreement (the "Agreement") to, inter alia, support the election of five nominees to serve as directors of the Issuer and the adoption of two shareholder proposals to be voted on at the Issuer's 2006 Annual Shareholders Meeting. Solely as a result of the Agreement, Esopus and its affiliates,

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Mellon and its affiliates, and Cadence and its affiliates (collectively, the "Other Group Members"), together with Laminar and certain of its affiliates (the "D. E. Shaw Reporting Persons"), may be deemed to be a group for the reporting purposes of this Form 3.

The number of shares reported in Table I of this Form 3 excludes the 12,956,052 shares of common stock ("Common Stock"), par value \$.01 per share, of the Issuer beneficially owned by the Other Group Members and includes only the shares of Common Stock beneficially owned by the D. E. Shaw Reporting Persons. If the shares owned by the Other Group Members were included, the aggregate amount

- (2) deemed to be beneficially owned by the Other Group Members and the D. E. Shaw Reporting Persons would represent 21.0%. The Other Group Members disclaim any pecuniary interest in the shares of Common Stock beneficially owned by the Reporting Persons, and the D. E. Shaw Reporting Persons disclaim any pecuniary interest in the shares of Common Stock beneficially owned by the Other Group Members.

The shares of Common Stock reported in Table I of this Form 3 are held directly by Laminar, D. E. Shaw & Co., L.P. ("DESCO LP") (as investment adviser to Laminar), D. E. Shaw & Co., L.L.C. ("DESCO LLC") (as managing member of Laminar), and Mr. David E. Shaw ("David E. Shaw") (as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, and as

- (3) president and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of DESCO LLC) may be deemed to be the beneficial owners of the Common Stock held directly by Laminar for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934. (For purposes of this Form, D. E. Shaw Reporting Persons refers collectively to Laminar, DESCO LP, DESCO LLC, and David E. Shaw.)

- (4) In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock that may be deemed to be beneficially owned by David E. Shaw, DESCO LP or DESCO LLC is reported herein.

Each of DESCO LP, DESCO LLC, and David E. Shaw (a) disclaims beneficial ownership of the shares of Common Stock reported in

- (5) Table I of this Form 3, except to the extent of any pecuniary interest therein, and (b) disclaims beneficial ownership of the shares of Common Stock owned by the Other Group Members, including any pecuniary interest.

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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