Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form 4

METROMEDIA INTERNATIONAL GROUP INC

Form 4

August 27, 2007 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hauf Mark Stephen Issuer Symbol **METROMEDIA** (Check all applicable) INTERNATIONAL GROUP INC [MTRM] _X__ Director 10% Owner X_ Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) President and CEO

CHARLOTTE, NC 28227

INTERNATIONAL GOUP,

INC., 8000 TOWER POINT DRIVE (Street)

(State)

(Zip)

C/O METROMEDIA

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

OMB APPROVAL

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4)

Reported (I) (A) Transaction(s) (Instr. 4) or

(Instr. 3 and 4)

Price Code V Amount (D)

Restricted

(City)

IJ(1)Common 08/21/2007 9,017,573 D 0 D

08/21/2007

4. If Amendment, Date Original

Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Hauf Mark Stephen C/O METROMEDIA INTERNATIONAL GOUP, INC. 8000 TOWER POINT DRIVE CHARLOTTE, NC 28227

X President and CEO

Signatures

/s/ Mark S. Hauf 08/27/2007 **Signature of Date Reporting Person

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).

Represents shares of restricted common stock sold to CaucusCom Mergerco Corp. ("CaucusCom") pursuant to a tender offer by CaucusCom for any and all of the outstanding shares of common stock of Metromedia International Group, Inc. ("Metromedia"), which

tender offer expired at midnight on August 21, 2007. An additional 92,427 shares of restricted common stock held by Mr. Hauf that remained unvested at the time of tender offer were cancelled in connection with the subsequent merger on August 22, 2007 of CaucusCom with and into Metromedia pursuant to the Agreement and Plan of Merger, dated July 17, 2007, by and among Metromedia, CaucusCom and CaucusCom Ventures L.P.

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.

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