

METROMEDIA INTERNATIONAL GROUP INC
 Form 3
 January 09, 2007

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)

1. Name and Address of Reporting Person *

Â MacMahon Douglas M
 (Last) (First) (Middle)

C/O FARALLON CAPITAL MANAGEMENT,
 L.L.C.,Â ONE MARITIME PLAZA, SUITE 1325
 (Street)

SAN FRANCISCO,Â CAÂ 94111
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/01/2007

3. Issuer Name and Ticker or Trading Symbol

METROMEDIA INTERNATIONAL GROUP INC
 [MTRM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common stock, par value \$0.01 per share

2. Amount of Securities Beneficially Owned (Instr. 4)

1,330,000

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

See Footnotes (1) (2) (3) (4) (5) (6)

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 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
			Title				
7.25% Cumulative Convertible Preferred Stock	09/16/1997	∞ (7)	Common Stock	(8)	\$ (8)	I	See Footnotes (1) (2) (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacMahon Douglas M C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 1325 SAN FRANCISCO, CA 94111	∞	∞ X	∞	Member of Group Owning 10%

Signatures

/s/ Monica R. Landry, as attorney-in-fact for Douglas M. MacMahon

01/09/2007

__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) The amount of securities shown in this row is 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., Tincum Partners, L.P. and Farallon Capital Offshore Investors II, L.P. (collectively, the "Partnerships"), by Noonday Capital Partners, L.L.C. ("NCP") and by one or more discretionary accounts (together, the "Managed Account") managed by Farallon Capital Management, L.L.C. ("FCMLLC"). As the general partner to each of the Partnerships and the managing member of NCP, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be the beneficial owner of the Issuer's securities held by each of the Partnerships and NCP. FCMLLC, as the registered investment advisor to the Managed Account, may be deemed to be the beneficial owner of the Issuer's securities held by the Managed Account.

(2) Each of Noonday G.P. (U.S.), L.L.C. ("NGPUS"), Noonday Asset Management, L.P. ("NAMLP") and Noonday Asset Management LLP ("NAMLLP"), as a sub-investment adviser to the Partnerships, NCP and the Managed Account, may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships, NCP and the Managed Account. As the general partner of NAMLP, Noonday Capital, L.L.C. ("NCLLC"), and as senior managing member of NAMLLP, Noonday Capital Limited ("NCL"), may each be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships, NCP and the Managed Account.

(3) Effective as of January 1, 2007, Douglas M. MacMahon ("MacMahon") became a managing member of FPLLC and FCMLLC, and as a result MacMahon may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships, NCP and the Managed Account.

(4) All of such securities of the Issuer have been previously reported by the Partnerships, NCP and the Managed Account and other related entities and individuals on the Form 4s filed on August 21, 2006 by the Partnerships, NCP, the Managed Account and the other entities and individuals listed on such forms. There have been no transactions in such securities by any such entities or individuals since such forms were filed.

(5) MacMahon, FCMLLC, NGPUS, NAMLP, NCLLC, NAMLLP, NCL and the individuals identified in the prior Form 4s disclaim any beneficial ownership of any of the Issuer's securities reported or referred to herein 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 for purposes of Rule 16a-1(a) under the '34 Act, or otherwise, except as to securities representing FPLLC's pro rata

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interest in, and interest in the profits of, the Partnerships.

(6) MacMahon, together with the entities identified in footnotes (1) and (2) of this Form 3 and the individuals identified in the prior Form 4s, may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 3 shall not be deemed to be an admission that such entities and individuals are members of such group.

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

(8) The number of shares of 7.25% Cumulative Convertible Preferred Stock beneficially owned by such reporting persons is convertible at 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 and accumulated dividends to the date the Preferred Stock is surrendered for conversion, divided by an initial conversion price of \$15.00, subject to adjustment.

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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