

SUBOTNICK STUART

Form 4/A

May 17, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUBOTNICK STUART

(Last) (First) (Middle)

C/O METROMEDIA COMPANY,
21 MAIN STREET

(Street)

HACKENSACK, NJ 07601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
METROMEDIA
INTERNATIONAL GROUP INC
[MTRME.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2002

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/14/2002

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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	04/10/2002		J ⁽¹⁾	221,313	D \$ 0 314,325	D	
Common Stock	04/10/2002		J ⁽¹⁾	221,313	A \$ 0 17,020,003	I	See Footnote (2)

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

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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy	\$ 9.312							01/31/1996	01/31/2006	Common Stock	50,000
Option to buy	\$ 7.437							04/18/1997	04/18/2007	Common Stock	1,000,000
Option to buy	\$ 7.437							04/18/1997	04/18/2007	Common Stock	1,000,000
7.25% Cumulative Convertible Preferred Stock	(3)							(3)	(3)	Common Stock	666,666 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUBOTNICK STUART C/O METROMEDIA COMPANY, 21 MAIN STREET HACKENSACK, NJ 07601	X	X		

Signatures

/s/ Stuart
Subotnick

05/13/2005

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).

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On April 10, 2002, the 4,426,249 shares of the Issuer's common stock previously reported as indirectly beneficially owned by the Reporting Person through Met Telcell, Inc. were distributed to its shareholders in connection with the winding up of Met Telcell, Inc.

- (1) In connection with such distribution, the Reporting Person received 221,313 shares of the Issuer's common Stock. The Reporting Person subsequently contributed the 221,313 shares to Metromedia Company. The Reporting Person is a general partner of Metromedia Company and thus acquired indirect beneficial ownership of those shares.
- (2) These shares include 12,415,455 shares beneficially owned by Metromedia Company. The Reporting Person is a general partner of Metromedia Company. The reported shares also include 4,604,548 shares owned by a trust for which the Reporting Person serves as a trustee.
- (3) These securities are convertible at anytime into the number of shares of common stock as is equal to the aggregate liquidation preference (\$50.00 per share), plus accrued and unpaid dividends to the date the Preferred Shares are surrendered for conversion, divided by an initial conversion price of \$15.00.
- (4) On May 3, 2005 these securities were assigned to a trust for which the Reporting Person serves as a trustee.
- (5) These securities are owned by a trust for which the Reporting Person serves as a trustee.

Remarks:

This Form 4 is being filed by the Reporting Person as an Amendment to the Form 4 dated August 8, 2002. In the Form 4 dated

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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