METROMEDIA CO ET AL

Form 4 May 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

21 MAIN STREET

1. Name and Address of Reporting Person *

METROMEDIA CO ET AL

2. Issuer Name and Ticker or Trading

Symbol

METROMEDIA

INTERNATIONAL GROUP INC

[MTRME.OB]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 04/10/2002

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HACKENSACK, NJ 07601

(Zip) (State) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. Transaction Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect

D

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

or

\$0

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Common Stock

04/10/2002

Code V Amount

4,426,249

J(1)

(D) Price

(A)

A

12,415,455

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							Date		Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
METROMEDIA CO ET AL							
21 MAIN STREET		X					
HACKENSACK, NJ 07601							

Signatures

/s/ Stuart Subotnick, Executive Vice
President

**Signature of Reporting Person

05/13/2005 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).

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

(1) Met Telcell, Inc. In connection with such distribution, the Reporting Person's general partners, a trust affiliated with Mr. John W. Kluge and Mr. Stuart Subotnick, individually, received 4,204,936 and 221,313 shares, respectively, of the Issuer's common Stock and subsequently contributed those shares to the Reporting Person.

Remarks:

This Form 4 is being filed by the Reporting Person in connection with its acquisition of shares contributed to it by its general process. 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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