

MILLHAM STEPHEN L
Form 4
September 10, 2007

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARALLON PARTNERS L L C/CA

2. Issuer Name and Ticker or Trading Symbol
METROMEDIA
INTERNATIONAL GROUP INC
[MTRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2007

C/O FARALLON CAPITAL
MANAGEMENT, L.L.C., ONE
MARITIME PLAZA, SUITE 2100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/22/2007		J		298,400	D	(18) 0
Common Stock, par value \$0.01 per share	08/22/2007		J		155,000	D	(18) 0

share							
Common Stock, par value \$0.01 per share	08/22/2007	J	11,600	D	<u>(18)</u>	0	D <u>(1)</u> <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	08/22/2007	J	20,800	D	<u>(18)</u>	0	D <u>(1)</u> <u>(2)</u> <u>(6)</u>
Common Stock, par value \$0.01 per share	08/22/2007	J	4,400	D	<u>(18)</u>	0	D <u>(1)</u> <u>(2)</u> <u>(7)</u>
Common Stock, par value \$0.01 per share	08/22/2007	J	236,500	D	<u>(18)</u>	0	D <u>(1)</u> <u>(2)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share	08/22/2007	J	19,800	D	<u>(18)</u>	0	D <u>(1)</u> <u>(2)</u> <u>(9)</u>
Common Stock, par value \$0.01 per share						0	I <u>See</u> <u>Footnotes</u> <u>(1)</u> <u>(2)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share						0	I <u>See</u> <u>Footnotes</u> <u>(1)</u> <u>(2)</u> <u>(14)</u> <u>(15)</u>
Common Stock, par value \$0.01 per share	08/22/2007	J	583,500	D	<u>(18)</u>	0	I <u>See</u> <u>Footnotes</u> <u>(1)</u> <u>(2)</u> <u>(16)</u>
Common Stock, par value \$0.01 per share						0	I <u>See</u> <u>Footnotes</u> <u>(1)</u> <u>(2)</u> <u>(17)</u>

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

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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARALLON PARTNERS L L C/CA C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
FARALLON CAPITAL INSTITUTIONAL PARTNERS L P C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Noonday Capital Partners, L.L.C. C/O NOONDAY ASSET MANAGEMENT, L.P. 227 WEST TRADE STREET CHARLOTTE, NC 28202		X		Member of Group Owning 10%
MILLHAM STEPHEN L C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Moment Jason E C/O FARALLON CAPITAL MANAGEMENT, L.L.C.		X		Member of Group Owning 10%

ONE MARITIME PLAZA, SUITE 2100
SAN FRANCISCO, CA 94111

Pant Ashish H
C/O FARALLON CAPITAL MANAGEMENT, L.L.C.
ONE MARITIME PLAZA, SUITE 2100
SAN FRANCISCO, CA 94111

X

Member of Group
Owning 10%

PATEL RAJIV A
C/O FARALLON CAPITAL MANAGEMENT, L.L.C.
ONE MARITIME PLAZA, SUITE 2100
SAN FRANCISCO, CA 94111

X

Member of Group
Owning 10%

Signatures

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for each of the reporting persons listed in footnotes (4), (9) and (14)

09/10/2007

__Signature of Reporting Person

Date

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for Stephen L. Millham, Jason E. Moment, Ashish H. Pant and Rajiv A. Patel

09/10/2007

__Signature of Reporting Person

Date

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09/10/2007

__Signature of Reporting Person

Date

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09/10/2007

__Signature of Reporting Person

Date

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09/10/2007

__Signature of Reporting Person

Date

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09/10/2007

__Signature of Reporting Person

Date

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09/10/2007

__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).

(1) The entities and individuals identified in the footnotes of this Form 4 may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such group. Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in the footnotes of this Form 4 that are not reporting persons on this Form 4 are filing three additional Form 4s on the same date as the filing of this Form 4 as reporting persons with respect to the securities described in this Form 4 (the "Parallel Form 4s").

(2) Although certain of the entities and individuals identified in the footnotes of this Form 4 are not reporting persons, information regarding them is included on this Form 4 for purposes of clarification and convenience only. Such information is duplicative of the information reported by them in the Parallel Form 4s.

(3) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").

(4) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").

(5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners II, L.P. ("FCIP II").

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- (6) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III").
- (7) The amount of securities shown in this row is owned directly by Tincum Partners, L.P. ("Tincum").
- (8) The amount of securities shown in this row is owned directly by Farallon Capital Offshore Investors II, L.P. ("FCOI II", and together with FCP, FCIP, FCIP II, FCIP III and Tincum, the "Farallon Funds").
- (9) The amount of securities shown in this row is owned directly by Noonday Capital Partners, L.L.C. ("NCP", and together with the Farallon Funds, the "Funds").
- The amount of securities shown in this row is owned directly by the Funds and the Managed Accounts (as defined below). Effective as of January 1, 2005, each of Noonday G.P. (U.S.), L.L.C. (the "First Noonday US Sub-adviser"), Noonday Asset Management, L.P. (the "Second Noonday US Sub-adviser") and Noonday Asset Management LLP (the "Noonday UK Sub-adviser", and together with the First Noonday US Sub-adviser and the Second Noonday US Sub-adviser, the "Noonday Sub-adviser Entities") entered into an investment subadvisory agreement with FPLLC and FCMLLC (each as defined below), under which the Noonday Sub-adviser Entities are granted investment authority over certain securities and instruments owned by the Funds and the Managed Accounts, including the securities reported herein.
- (10) Noonday US Sub-adviser and the Second Noonday US Sub-adviser, the "Noonday Sub-adviser Entities" entered into an investment subadvisory agreement with FPLLC and FCMLLC (each as defined below), under which the Noonday Sub-adviser Entities are granted investment authority over certain securities and instruments owned by the Funds and the Managed Accounts, including the securities reported herein.
- (11) Each of the Noonday Sub-adviser Entities, as a sub-investment adviser to the Funds and the Managed Accounts, may be deemed to be the beneficial owner of the Issuer's securities held by the Funds and the Managed Accounts. As the general partner to the Second Noonday US Sub-adviser, Noonday Capital, L.L.C. (the "Noonday US General Partner") may be deemed to be the beneficial owner of the Issuer's securities held by the Funds and the Managed Accounts.
- (12) Each of David I. Cohen ("Cohen"), Andrew J. M. Spokes ("Spokes") and Saurabh K. Mittal ("Mittal", and together with Cohen and Spokes, the "Noonday US Managing Members"), as managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner, and each of Nicolas Giauque ("Giauque"), Lars E. Bane ("Bane") and Davide Leone ("Leone", and together with Giauque and Bane, the "Noonday UK Managing Members"), as managing members of the Noonday UK Sub-adviser may be deemed to be the beneficial owner of the Issuer's securities held by each of the Funds as referenced in footnotes (3) through (9) of this Form 4 and by the Managed Accounts as referenced in footnote (16) of this Form 4.
- (13) The Noonday Sub-adviser Entities, the Noonday US General Partner, the Noonday US Managing Members and the Noonday UK Managing Members hereby disclaim any beneficial ownership of any of the Issuer's securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, except as to securities representing the Noonday US General Partner's pro rata interest in, and interest in the profits of, the Second Noonday US Sub-adviser.
- (14) The amount of securities shown in this row is owned directly by the Funds. Farallon Partners, L.L.C. ("FPLLC"), as the general partner of each of the Farallon Funds, and the managing member of NCP, may be deemed to be the beneficial owner of the Issuer's securities held by each of the Funds.
- (15) FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Rule 16a-1(a) under the Act or otherwise, except as to securities representing its pro rata interest in, and interest in the profits of, the Farallon Funds.
- (16) The amount of securities shown in this row is owned directly by certain discretionary accounts (the "Managed Accounts") managed by Farallon Capital Management, L.L.C. ("FCMLLC"). FCMLLC, as the registered investment adviser to such discretionary accounts, may be deemed to be the beneficial owner of the Issuer's securities held by such discretionary accounts. FCMLLC disclaims any beneficial ownership of any of the Issuer's securities reported herein for purposes of Rule 16a-1(a) under the Act or otherwise.
- (17) The aggregate amount of securities shown in this row is owned directly by the Funds and the Managed Accounts. Each of Chun Ding, William Duhamel, Richard Fried, Monica Landry, Douglas MacMahon, William Mellin, Stephen Millham, Jason Moment, Ashish Pant, Rajiv Patel, Derek Schrier, Andrew Spokes and Mark Wehrly (collectively, the "Farallon Managing Members") and Thomas Steyer (the "Farallon Senior Managing Member"), as either a Managing Member or a Senior Managing Member of FPLLC and FCMLLC, may be deemed to be a beneficial owner of the Issuer's securities held by each of the Funds as referenced in footnotes (3) through (9) of this Form 4 and by the Managed Accounts as referenced in footnote (16) of this Form 4. The Farallon Managing Members and the Farallon Senior Managing Member disclaim any beneficial ownership of any of the Issuer's securities reported or excluded herein for purposes of Rule 16a-1(a) under the Act or otherwise.
- (18) Pursuant to the merger of CaucusCom Mergerco Corp. ("Merger Sub") with and into Metromedia International Group, Inc. ("Metromedia") effected on August 22, 2007 pursuant to the Agreement and Plan of Merger, dated July 17, 2007, by and among Metromedia, CaucusCom Ventures L.P. and Merger Sub, each share of common stock of Metromedia outstanding immediately prior to the effective time of the Merger (other than shares held by Metromedia, Merger Sub or any affiliate of Merger Sub and shares as to which appraisal rights are perfected under Delaware law) was converted into the right to receive \$1.80 per share in cash. The reporting persons reserve all rights to demand appraisal rights with respect to the shares of Common Stock of Metromedia reported herein and nothing in this Form 4 or the Parallel Form 4s shall be deemed a waiver of any such right.

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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