

KLUGE JOHN W
Form 4/A
May 17, 2005

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 *
KLUGE JOHN W

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/10/2002 | | J ⁽¹⁾ | | 4,204,936 | D | \$ 0 0 |
| Common Stock | 04/10/2002 | | J ⁽¹⁾ | | 4,204,936 | A | \$ 0 17,020,003 |

See Footnote (2)

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

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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 | \$ 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 |
| KLUGE JOHN W C/O METROMEDIA COMPANY, 21 MAIN STREET HACKENSACK, NJ 07601 | | | X | |

Signatures

/s/ John W. Kluge 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).
- (1) 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. In connection with such distribution, the Reporting Person received 4,204,936 shares of the Issuer's common stock. The Reporting Person subsequently contributed the 4,204,936 shares to Metromedia Company of which a trust affiliated with the Reporting Person serves as general partner and thus the Reporting Person acquired indirect beneficial ownership of those shares.
- (2)

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These shares include 12,415,455 shares beneficially owned by Metromedia Company. The Reporting Person is affiliated with a trust that serves as a general partner of Metromedia Company. The reported shares also include 4,604,548 shares owned by a trust affiliated with the Reporting Person.

- (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 by the Reporting Person to a trust affiliated with the Reporting Person.
- (5) These securities are owned by a trust affiliated with the Reporting Person.

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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