

GALE DAVID
Form 3/A
April 01, 2005

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 *

GALE DAVID

(Last) (First) (Middle)

220 MONTGOMERY STREET, SUITE 426

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/23/2004

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)
08/10/2004

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

Common Stock

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

10,000

250

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

I ⁽¹⁾

I

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

These shares are owned by Mr. Gale's spouse.

Owned by Delta Dividend Group, Inc., of which Mr. Gale is President and majority (55%) owner.

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

SEC 1473 (7-02)

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.

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

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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
7.25% Cumulative Preferred Stock	12/31/2003	Â (2)	Common Stock	Â (3)	I (4) Owned by Delta Divident Group, Inc., of which Mr. Gale is President and majority (55%) owner.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALE DAVID 220 MONTGOMERY STREET SUITE 426 SAN FRANCISCO, CA 94104	Â X	Â	Â	Â

Signatures

Beverly Bertram Timm, by power of attorney
Date: 04/01/2005

__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 original filing incorrectly indicated direct ownership of these 10,000 shares of Common Stock. The shares are owned by Mr. Gale's spouse.
- (2) The 7.25% Cumulative Convertible Preferred Stock is convertible at any time without expiration unless earlier redeemed at the Company's discretion.
The original filing incorrectly indicated beneficial ownership of 20,000 shares of this Preferred Stock. The correct amount is 21,000 shares. The Preferred Stock is convertible at any time into the number of shares of Common Stock as is equal to the aggregate liquidation preference (\$50/share), plus accrued and unpaid dividend to the date the shares of Preferred Stock are surrendered for conversion, divided by an initial conversion price of \$15.00. Based on this formula, the 21,000 shares of Preferred Stock are currently (on 4-1-2005) convertible to 70,000 shares of Common Stock.
- (3) The original filing incorrectly indicated beneficial ownership of 20,000 shares of this Preferred Stock. The correct amount is 21,000 shares. The Preferred Stock is convertible at any time into the number of shares of Common Stock as is equal to the aggregate liquidation preference (\$50/share), plus accrued and unpaid dividend to the date the shares of Preferred Stock are surrendered for conversion, divided by an initial conversion price of \$15.00. Based on this formula, the 21,000 shares of Preferred Stock are currently (on 4-1-2005) convertible to 70,000 shares of Common Stock.
- (4) The original filing incorrectly indicated that Mr. Gale directly owned Preferred Stock. He does not directly own any of the Preferred Stock.

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.