

ION MEDIA NETWORKS INC.
Form 4
July 31, 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 *
CITADEL INVESTMENT GROUP LLC

2. Issuer Name and Ticker or Trading Symbol
ION MEDIA NETWORKS INC.
[ION]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

131 S DEARBORN STREET
32ND FL

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2007

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

CHICAGO, IL 60603

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| 14-1/4% Cumulative Junior Exchangeable Preferred Stock | 07/27/2007 | | J ⁽¹⁾ | 9,386.4688 D | 0 | I | See ⁽²⁾ |
| 8% Series F Non-Convertible Preferred Stock | 07/27/2007 | | J ⁽¹⁾ | 21,000 D | 0 | I | See ⁽²⁾ |
| 8% Series A-2 Non-Convertible Preferred Stock | 07/27/2007 | | J ⁽¹⁾ | 9,558.4689 A | 9,558.4689 | I | See ⁽²⁾ |

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8% Series A-2
 Non-Convertible 07/27/2007 J⁽¹⁾ 906.5519 D (1) 8,651.917 I See ⁽²⁾
 Preferred Stock

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)

| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| 9-3/4% Series A Convertible Preferred Stock | \$ 16 | 07/27/2007 | | J ⁽¹⁾ | 262.336 | ⁽³⁾ ⁽³⁾ | Class A Common Stock |
| 12% Series B Mandatorily Conv. Preferred Stock | \$ 0.9 ⁽³⁾ | 07/27/2007 | | J ⁽¹⁾ | 482.4402 | ⁽³⁾ ⁽³⁾ | Class B Common Stock |
| Series E-2 Mandatorily Conv. Preferred Stock | \$ 0.89 ⁽³⁾ | 07/27/2007 | | J ⁽¹⁾ | 20,000 | ⁽³⁾ ⁽³⁾ | Class E-2 Common Stock |
| 11% Series A Mandatorily Conv. Senior Subord. Notes due 2013 | \$ 0.9 | 07/27/2007 | | J ⁽¹⁾ | \$ 71,579,028 | ⁽⁴⁾ 07/31/2013 | Class A Common Stock |
| 11% Series B Mandatorily Conv. Senior | \$ 0.75 | 07/27/2007 | | J ⁽¹⁾ | \$ 9,065,548 | ⁽⁴⁾ 07/31/2013 | Class B Common Stock |

Subord.
Notes due
2013

11% Series
B

Mandatorily
Conv. Senior \$ 0.75 07/27/2007
Subord.
Notes due
2013

P \$
15,000,000

(4)

07/31/2013

Class.
Comm
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CITADEL INVESTMENT GROUP LLC 131 S DEARBORN STREET 32ND FL CHICAGO, IL 60603 | | X | | |
| GRIFFIN KENNETH C C/O CITADEL INVESTMENT GROUP LLC 131 S DEARBORN STREET 32ND FL CHICAGO, IL 60603 | | X | | |
| CIG MEDIA LLC C/O CITADEL INVESTMENT GROUP LLC 131 DEARBOARN ST 32ND FLOOR CHICAGO, IL 60603 | | X | | |
| CITADEL L P C/O CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603 | | X | | |

Signatures

/s/ Matthew B. Hinerfeld, Managing Director and General
Counsel

07/31/2007

__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) See Exhibit 99.2 for text of footnote (1).
- (2) See Exhibit 99.2 for text of footnote (2).
- (3) These securities are convertible at any time, at the holder's election, have no expiration date, and are subject to adjustment upon the occurrence of pre-specified events.
- (4) The notes are immediately convertible and are subject to adjustment upon the occurrence of pre-specified events.

Remarks:

See Exhibit 99.1

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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