

GRIFFIN KENNETH C

Form 4

June 19, 2007

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

131 S DEARBORN STREET 32ND FL,

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

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

06/04/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock                    | 06/04/2007                           |  | P                              |   | 40,518,560  | A  | See <u>(1)</u>  |
| Common Stock                    | 06/05/2007                           |  | P                              |   | 583,854   | A  | See <u>(1)</u>  |
| Common Stock                    | 06/06/2007                           |  | P                              |   | 104,300   | A  | See <u>(1)</u>  |
| Common Stock                    | 06/07/2007                           |  | P                              |   | 47,200  | A  | See <u>(1)</u>  |
| Common Stock                    | 06/08/2007                           |  | P                              |   | 15,550  | A  | See <u>(1)</u>  |

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|              |            |                    |           |   |         |            |   |                |
|--------------|------------|--------------------|-----------|---|---------|------------|---|----------------|
| Common Stock | 06/08/2007 | X/K <sup>(2)</sup> | 53,500    | A | \$ 1.46 | 44,047,171 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K <sup>(2)</sup> | 1,500,000 | A | \$ 1.46 | 45,547,171 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K <sup>(2)</sup> | 126,500   | A | \$ 1.46 | 45,673,671 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K <sup>(2)</sup> | 1,000,000 | A | \$ 1.46 | 45,673,671 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K <sup>(2)</sup> | 718,337   | A | \$ 1.46 | 47,392,008 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | J/K <sup>(2)</sup> | 3,398,337 | D | \$ 1.46 | 43,993,671 | I | See <u>(1)</u> |
| Common Stock | 06/11/2007 | P                  | 16,000    | A | \$ 1.46 | 44,009,671 | I | See <u>(1)</u> |
| Common Stock | 06/12/2007 | P                  | 144,105   | A | \$ 1.46 | 44,153,776 | I | See <u>(1)</u> |
| Common Stock | 06/13/2007 | P                  | 789       | A | \$ 1.46 | 44,154,565 | I | See <u>(1)</u> |
| Common Stock | 06/14/2007 | P                  | 51,729    | A | \$ 1.46 | 44,206,294 | I | See <u>(1)</u> |
| Common Stock | 06/15/2007 | P                  | 559,222   | A | \$ 1.46 | 47,765,516 | I | See <u>(1)</u> |

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) |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |
|  | \$ 0.7   | 06/08/2007                           |  | X/K <sup>(2)</sup>             | 1   | <u>(2)</u>   | 01/16/2008  |       | 53,500                     |

|             |         |            |                    |   |                |            |                      |           |
|-------------|---------|------------|--------------------|---|----------------|------------|----------------------|-----------|
| Equity Swap |         |            |                    |   |                |            | Class A Common Stock |           |
| Equity Swap | \$ 0.56 | 06/08/2007 | X/K <sup>(2)</sup> | 1 | <sup>(2)</sup> | 02/13/2008 | Class A Common Stock | 1,500,000 |
| Equity Swap | \$ 0.7  | 06/08/2007 | X/K <sup>(2)</sup> | 1 | <sup>(2)</sup> | 02/20/2008 | Class A Common Stock | 126,500   |
| Equity Swap | \$ 0.7  | 06/08/2007 | X/K <sup>(2)</sup> | 1 | <sup>(2)</sup> | 03/19/2008 | Class A Common Stock | 1,000,000 |
| Equity Swap | \$ 0.56 | 06/08/2007 | X/K <sup>(2)</sup> | 1 | <sup>(2)</sup> | 07/10/2008 | Class A Common Stock | 718,337   |

## Reporting Owners

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

## Signatures

/s/ Matthew Hinerfeld, Managing Director and Deputy General Counsel

06/19/2007

    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).

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- (1) See Exhibit 99.2 for text of footnote (1).
- (2) See Exhibit 99.2 for text of footnote (2).

**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. 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.