ENTERTAINMENT DISTRIBUTION CO INC
Form 4
October 01, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chapman Capital L.L.C.

(Last) (First) (Middle)

P.O. BOX 129

(Street)

MANHATTAN BEACH, CA 90267

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ENTERTAINMENT DISTRIBUTION CO INC [EDCI]

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.02 per share	09/27/2007		P		34,400	A	$ 1.3	8,742,003	I	See footnote (1)
Common Stock, par value $0.02 per share	09/28/2007		P		8,607	A	$ 1.29	8,750,610	I	See footnote (1)
Common Stock, par value $0.02 per share	10/01/2007		P		59,793	A	$ 1.29	8,810,403	I	See footnote (1)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Chapman Capital L.L.C. P.O. BOX 129 MANHATTAN BEACH, CA 90267		X		
Chap Cap Activist Partners Master Fund Ltd P.O. BOX 129 MANHATTAN BEACH, CA 90267				See footnote
Chap Cap Partners II Master Fund Ltd P.O. BOX 129 MANHATTAN BEACH, CA 90267				See footnote

Signatures

Robert L. Chapman, Jr.	10/01/2007
**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) This Form 4 is being filed on behalf of Chap-Cap Partners II Master Fund, Ltd., and Chap-Cap Activist Partners Master Fund, Ltd., Cayman Islands exempted companies (collectively, "the Funds"), Chapman Capital L.L.C., a Delaware limited liability company ("Chapman Capital"), and Robert L. Chapman, Jr., an individual ("Mr. Chapman" and, together with the Funds and Chapman Capital, the "Reporting Persons"). All securities disclosed in this Form 4 are owned by the Funds managed by Chapman Capital. Robert L. Chapman, Jr. is the Managing Member of Chapman Capital. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), Chapman Capital and Mr. Chapman may be deemed to be the beneficial owners of the securities held by the Funds. Chapman Capital and Mr. Chapman hereby disclaim any beneficial ownership of all such securities for purposes of Section 16 of the Act, except to the extent of their indirect pecuniary interest therein.

Remarks:

May be deemed to be a member of Section 13(d) "group" owning more than 10% of the issuer's common stock; disclaims bene

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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