

GRIFFIN KENNETH C

Form 4

June 19, 2007

FORM 4

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

OMB APPROVAL

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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 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|----------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | Code | V | Amount | | | | | |
| Common Stock | 06/04/2007 | | P | | 40,518,560 | A | \$ 1.46 | 43,242,767 | I | See <u>(1)</u> |
| Common Stock | 06/05/2007 | | P | | 583,854 | A | \$ 1.46 | 43,826,621 | I | See <u>(1)</u> |
| Common Stock | 06/06/2007 | | P | | 104,300 | A | \$ 1.46 | 43,930,921 | I | See <u>(1)</u> |
| Common Stock | 06/07/2007 | | P | | 47,200 | A | \$ 1.46 | 43,978,121 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | | P | | 15,550 | A | \$ 1.46 | 43,993,671 | I | See <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|--------------------|-----------|---|---------|------------|---|----------------|
| Common Stock | 06/08/2007 | X/K ⁽²⁾ | 53,500 | A | \$ 1.46 | 44,047,171 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K ⁽²⁾ | 1,500,000 | A | \$ 1.46 | 45,547,171 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K ⁽²⁾ | 126,500 | A | \$ 1.46 | 45,673,671 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K ⁽²⁾ | 1,000,000 | A | \$ 1.46 | 45,673,671 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | X/K ⁽²⁾ | 718,337 | A | \$ 1.46 | 47,392,008 | I | See <u>(1)</u> |
| Common Stock | 06/08/2007 | J/K ⁽²⁾ | 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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(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 ⁽²⁾ | 1 | <u>(2)</u> | 01/16/2008 | | 53,500 |

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

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