

MCNEILL BRIAN W
Form 4
December 20, 2006

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 *
MCNEILL BRIAN W

2. Issuer Name and Ticker or Trading Symbol
ACME COMMUNICATIONS INC
[ACME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CLARENDON STREET,
FLOOR 51

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

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

BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/20/2006		J	383,840	D	\$ 5.23	1,209,382	I	See footnotes (1) (2) (3) (4) (5) (6)

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

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proportionate pecuniary interests therein.

- (5) On December 20, 2006, all shares of Alta Sub Debt III were distributed to its 1) general partner, Alta Subordinated Debt Management III L.P. (which received 57,862 shares and continues to hold them as of the reporting date) and 2) its various limited partners (which received 325,978 shares). As a result of this distribution, there are no longer any shares held in Alta Sub Debt III's name. Alta VI and Alta S by S continue to hold 1,125,892 and 25,628 shares, respectively.

- (6) Mr. Brian McNeill, a director of the company, is a General Partner of Alta Subordinated Debt Management III, L.P. and also a General Partner of Alta Communications VI Management Partners, L.P. As a general partner of these two funds, he may be deemed to share voting and investment powers with respect to the shares held by each fund. Mr. McNeill disclaims beneficial ownership of the shares held by these funds except to the extent of his proportionate pecuniary interests therein. Mr. McNeill is also a member of Alta S by S and may be deemed to share voting and investment powers with respect to the shares held by the fund. He disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein.

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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