

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD
 Form 4
 August 30, 2006

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 *
 LAUDER RONALD S

2. Issuer Name and Ticker or Trading Symbol
 CENTRAL EUROPEAN MEDIA ENTERPRISES LTD [CETV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 767 FIFTH AVENUE, SUITE 4200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/28/2006

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

NEW YORK, NY 10153

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 23.925	08/28/2006	M		100,000	08/01/1998 ⁽¹⁾	08/01/2007	Class B Common Stock
Class B Common Stock	\$ 0 ⁽⁴⁾	08/28/2006	M	100,000		⁽⁵⁾	⁽⁵⁾	Class A Common Stock
Class B Common Stock	\$ 0 ⁽⁴⁾	08/28/2006	S ⁽⁸⁾		2,913,845	⁽⁵⁾	⁽⁵⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER RONALD S 767 FIFTH AVENUE SUITE 4200 NEW YORK, NY 10153	X	X		

Signatures

Jacob Z. Schuster, as Attorney-in-Fact for Ronald S. Lauder 08/30/2006

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) The options that were exercised were part of a grant that became exercisable in two equal tranches on August 1, 1998 and August 1, 1999.

(2) Exercise of stock options.

(3) The Reporting Person also has options to buy 70,000 shares of Class B Common Stock at various exercise prices, of which options to purchase 41,900 shares of Class B Common Stock are currently exercisable.

(4) There is no exercise or conversion price for Class B Common Stock. It is convertible into shares of Class A Common Stock on a one-for-one basis.

(5) Shares of Class B Common Stock may be immediately converted by the holder into shares of Class A Common Stock on a one-for-one basis and will automatically convert into shares of Class A Common Stock on a one-for-one basis when the number of issued and outstanding shares of Class B Common Stock is less than 10% of the issued and outstanding shares of Common Stock of the Issuer.

(6) By agreement dated 8/28/06, the Reporting Person shall acquire an aggregate 2,750,000 shares of Class B Common Stock in distributions from entities directly or indirectly wholly-owned by the Reporting Person as follows (the "Distributions"): 1,672,500 shares from RSL Capital LLC; 577,788 shares from TV Holdings Ltd.; and 499,712 shares from RSL Investments Corporation ("RSLIC"). After giving effect to the Distributions and the exercise of stock options, the Reporting Person beneficially owns 2,850,000 Class B Shares directly and 2,885,705 Class B Shares indirectly, as the sole shareholder of RSLIC and 210,461 shares indirectly through RAJ Family Corporation. There are no material contingencies to the closing of the agreement.

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Pursuant to the agreement, (a) RSL Investment LLC (owned by RSLIC) shall contribute 63,729 Class B shares (which shall be contributed to the LLC by RSLIC) to CME Holdco L.P. ("CME") for a 1.0% general partnership interest in CME ("GPI"); (b) RIC (Caymans) Lt. (owned by RSLIC) shall contribute 2,821,976 Class B shares (which shall be contributed to RIC by RSLIC) for a 44.28% limited partnership interest in CME ("LPI"); (c) Ronald S. Lauder (owner of RSLIC) shall contribute 2,850,000 Class B shares for a 44.72% LPI; (d) RAJ Family Partners, L.P. (in which Ronald S. Lauder has an aggregate direct and indirect 60.67151% interest) shall contribute 210,461 Class B shares for a 3.3% LPI; (e) Leonard A. Lauder shall contribute 145,239 Class B shares for a 2.28% LPI and (f) LWG Family Partners, L.P. shall contribute 221,434 Class B shares and 60,000 Class A shares for a 4.42% LPI.

(8) Pursuant to the agreement, Ronald S. Lauder shall sell his LPI (representing 2,850,000 Class B shares) and each of RAJ Family Partners, L.P., Leonard A. Lauder and LWG Family Partners, L.P. shall sell one-half of their LPs to a third party. (As noted in footnote 6, Ronald S. Lauder has an aggregate direct and indirect 60.67151% interest in RAJ Family Partner, L.P. and shall therefore be deemed to have disposed of 63,845 Class B shares).

(9) These shares are beneficially owned by the Reporting Person indirectly, as the sole shareholder of RSLIC, the sole general partner of CME. The Reporting Person disclaims beneficial ownership of these shares to the extent he does not have a pecuniary interest in such shares.

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.