Edgar Filing: ENTERTAINMENT DISTRIBUTION CO INC - Form 4

ENTERTAINMENT DISTRIBUTION CO INC

Form 4

October 18, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Chapman Capital L.L.C. Symbol **ENTERTAINMENT**

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

DISTRIBUTION CO INC [EDCI]

(Check all applicable)

P.O. BOX 129

(Last)

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

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

10/16/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

MANHATTAN BEACH, CA 90267

(First)

(Street)

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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)
Common Stock, par value \$0.02 per share	10/16/2007		Code V	Amount 2,500	(D)	Price \$ 1.13	8,812,903	I	See footnote (1)
Common Stock, par value \$0.02 per share	10/17/2007		P	37,500	A	\$ 1.13	8,850,403	I	See footnote (1)
Common Stock, par value \$0.02 per share	10/18/2007		P	25,828	A	\$ 1.11	8,876,231	I	See footnote (1)

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Common

Stock, par See P

10,000 A 8,886,231 10/18/2007 value \$0.02 footnote (1) per share

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amour Underl Securit (Instr.	nt of ying	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		

Relationships

X

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Oth

Director

Chapman Capital L.L.C.

P.O. BOX 129

MANHATTAN BEACH, CA 90267

Chap Cap Activist Partners Master Fund Ltd

P.O. BOX 129 See footnote

MANHATTAN BEACH, CA 90267

Chap Cap Partners II Master Fund Ltd

P.O. BOX 129 See footnote

MANHATTAN BEACH, CA 90267

Signatures

Robert L. 10/18/2007 Chapman, Jr.

Date

Reporting Owners 2 **Signature of Reporting Person

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).
 - 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 "Parantine Parant"). All countiis disclosed in this Form 4 are award by the Funds managed by Chapman Capital, Pakert I.
- 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 beneficially 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.

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