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ACME COMMUNICATIONS INC

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CHANNEL PARTNERSHIP II L P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/10/07 for the Period Ending 12/07/07

Address	2101 E. FOURTH STREET SUITE 202 SANTA ANA, CA 92705
Telephone	7142459499
CIK	0001092013
Symbol	ACME
SIC Code	4833 - Television Broadcasting Stations
Industry	Broadcasting & Cable TV
Sector	Services
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WYNNEFIELD PARTNERS SMALL CAP VALUE LP	**ACME COMMUNICATIONS INC [ACME]**	_____ Director __ **X** __ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **450 SEVENTH AVENUE, SUITE 509,**	3. Date of Earliest Transaction (MM/DD/YYYY) **12/7/2007**	
(Street) **NEW YORK, NY 10123** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 $.01 per share	**12/7/2007**		**P**		**2500**	**A**	**$3.05**	**2776678** (1) (2) (3) (4) (5)	**D**	
Common Stock, par value $.01 per share	**12/7/2007**		**P**		**3800**	**A**	**$3.05**	**2776678** (1) (2) (3) (4) (5)	**I**	**See footnote** (2)
Common Stock, par value $.01 per share	**12/7/2007**		**P**		**3700**	**A**	**$3.05**	**2776678** (1) (2) (3) (4) (5)	**I**	**See footnote** (3)
Common Stock, par value $.01 per share	**12/10/2007**		**P**		**5800**	**A**	**$2.95**	**2799678** (1) (2) (3) (4) (5)	**D**	
Common Stock, par value $.01 per share	**12/10/2007**		**P**		**8700**	**A**	**$2.95**	**2799678** (1) (2) (3) (4) (5)	**I**	**See footnote** (2)
Common Stock, par value $.01 per share	**12/10/2007**		**P**		**8500**	**A**	**$2.95**	**2799678** (1) (2) (3) (4) (5)	**I**	**See footnote** (3)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) On the date hereof, Wynnefield Partners Small Cap Value, L.P., (the "Reporting Person") directly beneficially owns 721,947 shares of

common stock, par value $.01 per share ("Common Stock") of Acme Communications Inc. (ACME). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Wynnefield Capital Management, LLC, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

(2) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 1,031,731 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns.

(3) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 987,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Wynnefield Capital, Inc., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

(4) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 19,000 shares of Common Stock, which are directly beneficially owned by Channel Partnership II, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Channel Partnership II, L.P, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus, as the sole general partner of Channel Partnership II, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Channel Partnership II, L.P. directly beneficially owns. Nelson Obus, who maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

(5) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 40,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Wynnefield Capital Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus has the power to vote and dispose of Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		**X**		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		**X**		
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		**X**		
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		**X**		
WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		**X**		
CHANNEL PARTNERSHIP II L P 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		**X**		
Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		**X**		
OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		**X**		

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General **12/10/2007**

Partner /s/ Nelson Obus, Managing Member

** Signature of Reporting Person — Date

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I By: Wynnefield Capital Management, LLC General Partner /s/ Nelson Obus, Managing Member — **12/10/2007**

** Signature of Reporting Person — Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. /s/ Nelson Obus, President — **12/10/2007**

** Signature of Reporting Person — Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC /s/ Nelson Obus, Managing Member — **12/10/2007**

** Signature of Reporting Person — Date

WYNNEFIELD CAPITAL, INC. /s/ Nelson Obus, President — **12/10/2007**

** Signature of Reporting Person — Date

CHANNEL PARTNERSHIP II, L.P. /s/ Nelson Obus, General Partner — **12/10/2007**

** Signature of Reporting Person — Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN /s/ Nelson Obus — **12/10/2007**

** Signature of Reporting Person — Date

/s/ Nelson Obus, Individually — **12/10/2007**

** Signature of Reporting Person — Date

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

***** 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).

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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