

American Community Newspapers Inc.
 Form 4
 July 26, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MILLENCO, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 American Community Newspapers Inc. [CRB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

666 FIFTH AVENUE, 8TH FLOOR,

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

(Street)

NEW YORK, NY 10103-0899

(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 Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---------|-------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| common stock, par value \$0.0001 per share ("Common Stock") | 07/24/2007 | | P | | 100 | A | \$ 4.98 | 238,200 | D (2) |
| Common Stock | 07/24/2007 | | P | | 100 | A | \$ 4.99 | 238,300 | D (2) |
| Common Stock | 07/24/2007 | | S | | 153,600 | D | \$ 5 | 84,700 | D (2) |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|-----------------------|------------------|
| Common Stock | 07/24/2007 | S | 100 | D | \$ 5.01 | 84,600 | D ⁽²⁾ |
| Common Stock | 07/24/2007 | S | 200 | D | \$ 5.02 | 84,400 | D ⁽²⁾ |
| Common Stock | 07/25/2007 | S | 20,000 | D | \$ 4.8504 | 64,400 ⁽¹⁾ | D ⁽²⁾ |

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| warrant ("Warrant") | \$ 5 ⁽³⁾ | | | | | 07/02/2007 ⁽³⁾ 06/29/2009 ⁽³⁾ | Common Stock ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| MILLENCO, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899 | | X | | |
| MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899 | | | | May be deemed as group member. |
| ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR | | | | May be deemed as group member. |

NEW YORK, NY 10103-0899

Signatures

* Mark Meskin, Chief Executive
Officer

07/25/2007

__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).

(1) As of the date hereof, Millenco, L.L.C., a Delaware limited liability company ("Millenco") (formerly known as Millenco, L.P.) beneficially owns an aggregate of 64,400 shares of common stock, par value \$0.0001 per share ("Common Stock"), 4,000 of which are a constituent part of the 4,000 units ("Units") held by Millenco. Each Unit consists of one share of Common Stock and two warrants ("Warrants").

(2) Millennium Management, L.L.C., a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

(3) As of the date hereof, Millenco is the beneficial owner of an aggregate of 2,626,800 Warrants, 8,000 of which are a constituent part of the 4,000 Units held by Millenco. Each Warrant, which became exercisable upon the Issuer's completion of its acquisition of American Community Newspapers LLC on July 2, 2007, entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$5.00 per share. The Warrants will expire on June 29, 2009, or earlier upon redemption.

Remarks:

*Millenco, L.L.C.

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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