

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2006-05-08** | Period of Report: **2006-05-02**
SEC Accession No. **0001062195-06-000001**

(HTML Version on secdatabase.com)

ISSUER

24/7 REAL MEDIA INC

CIK: **1062195** | IRS No.: **133995672** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7310** Advertising

Mailing Address
1250 BROADWAY
NEW YORK NY 10001

Business Address
1250 BROADWAY
27TH FLOOR
NEW YORK NY 10001
2122317100

REPORTING OWNER

SILVA BRIAN D

CIK: **1199821**
Type: **3** | Act: **34** | File No.: **000-29768** | Film No.: **06815509**

Mailing Address
C/O LINENS N THINGS
6 BRIGHTON ROAD
CLIFTON NJ 07015

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person SILVA BRIAN D (Last) (First) (Middle) C/O 24/7 REAL MEDIA, INC., 132 WEST 31ST STREET (Street) NEW YORK, NY 10001 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 05/02/2006	3. Issuer Name and Ticker or Trading Symbol 24/7 REAL MEDIA INC [TFSM]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	1,186	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/ Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to purchase)	(1)	05/01/2016	Common Stock	42,500	\$10.12	D	

Explanation of Responses:

1. Issued under the 24/7 Real Media, Inc. 2002 Stock Incentive Plan on May 2, 2006, vesting over three equal installments on the first three anniversaries of the grant date.

Signatures

/s/ Mark E. Moran (Attorney in Fact for Brian Silva)

** Signature of Reporting Person

05/08/2006

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

24/7 Real Media, Inc.
132 W. 31st Street, 9th Floor
New York, NY 10001

POWER OF ATTORNEY

The person whose signature appears below constitutes and appoints Mark E. Moran his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to prepare, sign and file all forms that are required to be filed with the Securities and Exchange Commission in compliance with the Section 16 of the Securities Exchange Act of 1934 as a result of the person or entity completing a transaction involving shares of TFMS stock, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as it might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

/s/ Brian Silva

Brian Silva
Director, 24/7 Real Media, Inc.