

MALONE JOHN C  
Form 4  
September 12, 2005

**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 \*  
MALONE JOHN C

2. Issuer Name and Ticker or Trading Symbol  
Discovery Holding CO [DISC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12300 LIBERTY BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
09/09/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO, Chairman of the Board

(Street)  
ENGLEWOOD, CO 80112

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Series A Common Stock           | 09/09/2005                           |  | P                              | 200,000 A   | \$ 15 1,735,000   | I  | By trust (1)  |
| Series A Common Stock           | 09/12/2005                           |  | P                              | 200,000 A   | \$ 15 1,935,000   | I  | By trust (1)  |
| Series A Common Stock           | 09/12/2005                           |  | P                              | 20,000 A  | \$ 14.95 1,955,000  | I  | By trust (1)  |
| Series A Common                 |                                      |  |                                |   | 1,353,833   | D  |   |

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|                             |            |  |   |     |   |         |            |   |                                  |
|-----------------------------|------------|--|---|-----|---|---------|------------|---|----------------------------------|
| Stock                       |            |  |   |     |   |         |            |   |                                  |
| Series A<br>Common<br>Stock |            |  |   |     |   | 150,504 | I          |   | By spouse<br>(2)                 |
| Series A<br>Common<br>Stock |            |  |   |     |   | 330     | I          |   | By trust<br>(3)                  |
| Series A<br>Common<br>Stock |            |  |   |     |   | 76,731  | I          |   | By 401(k)<br>Savings<br>Plan (4) |
| Series B<br>Common<br>Stock | 09/09/2005 |  | P | 726 | A | \$ 16   | 7,633      | I | By trust<br>(1)                  |
| Series B<br>Common<br>Stock |            |  |   |     |   |         | 10,378,562 | D |                                  |
| Series B<br>Common<br>Stock |            |  |   |     |   |         | 340,943    | I | By spouse<br>(2)                 |

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

**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 control number.**

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| MALONE JOHN C<br>12300 LIBERTY BLVD.<br>ENGLEWOOD, CO 80112 | X             | X         | CEO, Chairman of the Board |       |

## Signatures

/s/ Charles Y. Tanabe,  
Attorney-in-fact

09/12/2005

\_\_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 Reporting Person is the sole trustee of and retains a unitrust interest in the trust.
- (2) The Reporting Person disclaims beneficial ownership of these shares which are owned by his spouse.
- (3) The Reporting Person is the sole trustee of and, with his spouse, retains a unitrust interest in the trust.

(4) The number of shares represents equivalent shares based on the fair market value of the shares of the Issuer's Series A Common Stock held by the unitized stock fund under the LMC 401(k) Savings Plan based on information from the Plan Administrator dated August 9, 2005. The Reporting Person has an interest in the unitized fund which holds shares of the Issuer's Series A Common Stock and short-term investments.

### Remarks:

The trading symbols for the Issuer's Series A and Series B Common Stock are, respectively, DISCA and DISCB.

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.