

MALONE JOHN C
Form 4
September 19, 2008

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 *
MALONE JOHN C

2. Issuer Name and Ticker or Trading Symbol
Discovery Communications, Inc.
[DISAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2008

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

ONE DISCOVERY PLACE

(Street)

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

SILVER SPRING, MD 20910

(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)
			Code	V	Amount	(A) or (D)	Price
Series A Common Stock	09/17/2008		A		306,331	A	(1) 306,331
Series B Common Stock	09/17/2008		A		5,923,020	A	(2) 5,923,020
Series C Common Stock	09/17/2008		A		6,229,351	A	(1) (2) 6,229,351
Series A Common	09/17/2008		A		268,337	A	(3) 268,337 I By Spouse

Edgar Filing: MALONE JOHN C - Form 4

Stock									
Series B Common Stock	09/17/2008		A	170,471	A	(4)	170,471	I	By Spouse
Series C Common Stock	09/17/2008		A	438,808	A	(3) (4)	438,808	I	By Spouse
Series A Common Stock	09/17/2008		A	165	A	(5)	165	I	By Trust (6)
Series C Common Stock	09/17/2008		A	165	A	(5)	165	I	By Trust (6)
Series A Common Stock	09/17/2008		A	553,174	A	(7)	553,174	I	By Trust (6)
Series C Common Stock	09/17/2008		A	553,174	A	(7)	553,174	I	By Trust (6)

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.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALONE JOHN C ONE DISCOVERY PLACE SILVER SPRING, MD 20910	X	X		

Signatures

/s/ Joseph A. LaSala, Jr., by power of attorney 09/19/2008

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) Received in exchange of 612,662 shares of Discovery Holding Company ("DHC") Series A common stock in connection with the merger of DHC with a wholly-owned subsidiary of the company (the "Merger"). On the effective date of the Merger, the closing price of DHC's Series A common stock was \$18.30 per share.
 - (2) Received in exchange for 11,846,040 shares of DHC Series B common stock in connection with the Merger. On the effective date of the Merger, the closing price of DHC's Series B common stock was \$17.26 per share.
 - (3) Received in exchange for 536,675 shares of DHC Series A common stock in connection with the Merger. The reporting person disclaims beneficial ownership of these shares owned by his spouse.
 - (4) Received in exchange for 340,943 shares of DHC Series B common stock in connection with the Merger. The Reporting Person disclaims beneficial ownership of these shares owned by his spouse.
 - (5) Received in exchange for 330 shares of DHC Series A common stock in connection with the Merger.
 - (6) The Reporting Person is the sole trustee of, and with his spouse, retains a unitrust interest in the trust.
 - (7) Received in exchange for 1,106,348 shares of DHC Series A common stock in the merger.

Remarks:

The trading symbols for the Issuer's Series A, Series B and Series C Common Stock are, respectively, DISAD, DISBD, and DISCD.

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.