

Zaslav David
Form 4
January 18, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zaslav David

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE DISCOVERY PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2011

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer & Pres

SILVER SPRING, MD 20910

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)
			Code	V	Amount	(A) or (D)	Price
Series A Common Stock	01/14/2011 ⁽¹⁾		M		1,190,198	A	\$ 14.81
Series A Common Stock	01/14/2011 ⁽¹⁾		M		298,981	A	\$ 22.91
Series A Common Stock	01/14/2011 ⁽¹⁾		M		372,294	A	\$ 14.34
Series A Common	01/14/2011 ⁽¹⁾		M		465,368	A	\$ 31.69

Stock

Series A

Common 01/14/2011⁽¹⁾

Stock

D	1,489,179	D	\$ 45.28	837,662	D
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Series A

Common 01/14/2011⁽¹⁾

Stock

D	837,662	D	\$ 41.17	0	D
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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. T Un (In
				Code	V (A) (D)	Date Exercisable	Expiration Date
DAP Unit (Stock Appreciation Right)	\$ 14.81	01/14/2011		M	1,190,198	01/02/2008 ⁽²⁾	01/02/2011
DAP Unit (Stock Appreciation Right)	\$ 22.91	01/14/2011		M	298,981	01/02/2009 ⁽³⁾	01/02/2012
DAP Unit (Stock Appreciation Right)	\$ 14.34	01/14/2011		M	372,294	01/02/2010 ⁽⁴⁾	01/02/2013
DAP Unit (Stock Appreciation Right)	\$ 31.69	01/14/2011		M	465,368	01/02/2011 ⁽⁵⁾	01/02/2014
DAP Unit (Stock Appreciation Right)	\$ 41.17	01/14/2011		A	2,326,841	01/02/2012 ⁽⁶⁾	01/02/2015

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zaslav David ONE DISCOVERY PLACE SILVER SPRING, MD 20910	X		Chief Executive Officer & Pres	

Signatures

/s/ Stephanie D. Marks, by power of attorney

01/18/2011

__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 DAP Units in respect of these shares of stock vested and became payable on January 2, 2011. Under the terms of the DAP, however, the amounts payable in respect of the vested units could not be calculated until 10 trading days had passed from the vesting date.
 - (2) The DAP Units vest in four equal annual installments beginning on January 2, 2008. On each vesting date, the vested DAP Units are automatically settled in cash.
 - (3) The DAP Units vest in four equal annual installments beginning on January 2, 2009. On each vesting date, the vested DAP Units are automatically settled in cash.
 - (4) The DAP Units vest in four equal annual installments beginning on January 2, 2010. On each vesting date, the vested DAP Units are automatically settled in cash.
 - (5) The DAP Units vest in four equal annual installments beginning on January 2, 2011. On each vesting date, the vested DAP Units are automatically settled in cash.
 - (6) The DAP Units vest in four equal annual installments beginning on January 2, 2012. On each vesting date, the vested DAP Units are automatically settled in cash.

Remarks:

The trading symbols of the Issuer's Series A, Series B and Series C common stock are, respectively, DISCA, DISCB and DISCO.

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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