

Hollinger Mark G
Form 4
March 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
Hollinger Mark G

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. & CEO, DNI

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 | 03/21/2013 | | M ⁽¹⁾ | | 23,596 | A | \$ 47.87 |
| Series A Common Stock | 03/21/2013 | | S ⁽¹⁾ | | 23,596 | D | \$ 78.44 <u>(2)</u> |
| Series A Common Stock | 03/22/2013 | | M ⁽¹⁾ | | 23,964 | A | \$ 38.76 |
| Series A Common | 03/22/2013 | | S ⁽¹⁾ | | 9,264 | D | \$ 58,297 78.38 |

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| | | | | | | | | |
|--------------|------------|--|------------------|--------|---|-------|--------|---|
| Stock | | | | | | (3) | | |
| Series A | | | | | | \$ | | |
| Common Stock | 03/22/2013 | | S ⁽¹⁾ | 14,700 | D | 78.78 | 43,597 | D |
| | | | | | | (4) | | |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Series A Common Stock | \$ 47.87 | 03/21/2013 | | M | 23,596 | 03/15/2013 ⁽⁵⁾ 03/15/2019 | Series A Common Stock 23,596 |
| Series A Common Stock | \$ 38.76 | 03/22/2013 | | M | 23,964 | 03/16/2012 ⁽⁶⁾ 03/16/2018 | Series A Common Stock 23,964 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hollinger Mark G ONE DISCOVERY PLACE SILVER SPRING, MD 20910 | | | Pres. & CEO, DNI | |

Signatures

Stephanie D. Marks, by power of attorney
Date: 03/25/2013

 **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) Pursuant to a plan entered into in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
The price reported represents the weighted average sales price of shares of Series A common stock sold in multiple transactions at prices ranging from \$78.07 to \$78.97 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) The price reported represents the weighted average sales price of shares of Series A common stock sold in multiple transactions at prices ranging from \$77.56 to \$78.56 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) The price reported represents the weighted average sales price of shares of Series A common stock sold in multiple transactions at prices ranging from \$78.57 to \$78.98 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (4) This stock option vested 25% on March 15, 2013, with the remaining shares vesting in equal installments on March 15, 2014, March 15, 2015 and March 15, 2016.
 - (5) This stock option vested 25% on March 16, 2012 and 25% on March 16, 2013, with the remaining shares vesting in equal installments on March 16, 2014 and March 16, 2015.

Remarks:

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

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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