

Discovery Communications, Inc.
 Form 4
 January 20, 2016

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2016

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

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 or Price | | |
| Series A Common Stock | 01/15/2016 ⁽¹⁾ | | M | | 429,589 A \$ 20.965 | 1,369,451 | D |
| Series A Common Stock | 01/15/2016 ⁽¹⁾ | | D | | 429,589 D \$ 26.38 | 939,862 | D |
| Series C Common Stock | 01/15/2016 ⁽¹⁾ | | M | | 429,589 A \$ 20.335 | 1,359,810 | D |
| Series C Common | 01/15/2016 ⁽¹⁾ | | D | | 429,589 D \$ 25.17 | 930,221 | D |

Stock

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date |
| Cash-Settled Stock Appreciation Right | \$ 20.965 | 01/15/2016 | | M | 429,589 | 01/02/2013 ⁽²⁾ 01/31/2016 | Se Co S |
| Cash-Settled Stock Appreciation Right | \$ 33.0719 | 01/15/2016 | | M | 462,240 ⁽³⁾ | 01/02/2014 ⁽⁴⁾ 01/31/2017 | Se Co S |
| Cash- and Stock-Settled Stock Appreciation Right | \$ 43.9199 | 01/15/2016 | | M | 925,665 ⁽⁵⁾ | 01/02/2015 ⁽⁶⁾ 01/31/2018 | Se Co S |
| Cash- and Stock-Settled Stock Appreciation Right | \$ 33.17 | 01/15/2016 | | M | 231,416 ⁽⁷⁾ | 01/02/2016 ⁽⁸⁾ 01/31/2019 | Se Co S |
| Cash- and Stock-Settled Stock Appreciation Right | \$ 26.38 | 01/15/2016 | | A | 1,157,081 | 01/02/2017 ⁽⁹⁾ 01/31/2020 | Se Co S |
| Cash-Settled Stock Appreciation Right | \$ 20.335 | 01/15/2016 | | M | 429,589 | 01/02/2013 ⁽²⁾ 01/31/2016 | Se Co S |
| | \$ 32.0781 | 01/15/2016 | | M | | 01/02/2014 ⁽⁴⁾ 01/31/2017 | |

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No amounts were payable and no shares were issued in respect of these Cash- and Stock-Settled Stock Appreciation Rights because the beginning unit value of \$43.9199 per Unit exceeded the ending unit value of \$26.38 per Unit.

(6) The Cash- and Stock-Settled Stock Appreciation Rights vest in four equal annual installments beginning on January 2, 2015. On each vesting date, the vested Cash- and Stock-Settled Stock Appreciation Rights are automatically settled, 75% in cash and 25% in Series A Common Stock without any action required by the Reporting Person.

(7) No amounts were payable and no shares were issued in respect of these Cash- and Stock-Settled Stock Appreciation Rights because the beginning unit value of \$33.17 per Unit exceeded the ending unit value of \$26.38 per Unit.

(8) The Cash- and Stock-Settled Stock Appreciation Rights vest in four equal annual installments beginning on January 2, 2016. On each vesting date, the vested Cash- and Stock-Settled Stock Appreciation Rights are automatically settled, 75% in cash and 25% in Series A Common Stock without any action required by the Reporting Person.

(9) The Cash- and Stock-Settled Stock Appreciation Rights vest in four equal annual installments beginning on January 2, 2017. On each vesting date, the vested Cash- and Stock-Settled Stock Appreciation Rights are automatically settled, 75% in cash and 25% in Series A Common Stock without any action required by the Reporting Person.

(10) No amounts were payable in respect of these Cash-Settled Stock Appreciation Rights because the beginning unit value of \$32.0781 per Unit exceeded the ending unit value of \$25.17 per Unit.

(11) No amounts were payable and no shares were issued in respect of these Cash- and Stock-Settled Stock Appreciation Rights because the beginning unit value of \$42.6001 per Unit exceeded the ending unit value of \$25.17 per Unit.

(12) The Cash- and Stock-Settled Stock Appreciation Rights vest in four equal annual installments beginning on January 2, 2015. On each vesting date, the vested Cash- and Stock-Settled Stock Appreciation Rights are automatically settled, 75% in cash and 25% in Series C Common Stock without any action required by the Reporting Person.

(13) No amounts were payable and no shares were issued in respect of these Cash- and Stock-Settled Stock Appreciation Rights because the beginning unit value of \$32.28 per Unit exceeded the ending unit value of \$25.17 per Unit.

(14) The Cash- and Stock-Settled Stock Appreciation Rights vest in four equal annual installments beginning on January 2, 2016. On each vesting date, the vested Cash- and Stock-Settled Stock Appreciation Rights are automatically settled, 75% in cash and 25% in Series C Common Stock without any action required by the Reporting Person.

(15) The Cash- and Stock-Settled Stock Appreciation Rights vest in four equal annual installments beginning on January 2, 2017. On each vesting date, the vested Cash- and Stock-Settled Stock Appreciation Rights are automatically settled, 75% in cash and 25% in Series C Common Stock without any action required by the Reporting Person.

Remarks:

The trading symbols for the Issuer's Series A, Series B and Series C common stock are, respectively, DISCA, DISCB and DIS

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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