Pohl Michael J Form 4/A November 18, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31,

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pohl Michael J

2. Issuer Name and Ticker or Trading Symbol

Ascent Media CORP [ASCMA]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

(Check all applicable)

ASCENT MEDIA CORPORATION, 12300 LIBERTY

(Street)

BLVD.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Director

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

11/13/2008

X Form filed by One Reporting Person Form filed by More than One Reporting

11/17/2008

ENGLEWOOD, CO 80112

(State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

10% Owner Other (specify

(A)

Reported Transaction(s) (Instr. 3 and 4)

Price (D) Code V Amount

Series A

Common 11/13/2008 Stock (1)

Α 1,146

1,146

D

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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Nonqualified Stock Option (right to buy)	\$ 21.81	11/13/2008		A	11,030	(2)	11/13/2018	Series A Common Stock	11,03

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Pohl Michael J ASCENT MEDIA CORPORATION 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	X					

Signatures

/s/ Sharon L. Meymarian, attorney-in-fact

11/18/2008

**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) Such shares of Series A common stock represent restricted shares and shall vest in eight equal quarterly installments, with the first such installment vesting effective February 13, 2009.
- (2) The options shall vest in eight equal quarterly installments, with the first such installment vesting effective February 13, 2009.

Remarks:

This Amendment to Form 4 amends and restates the Form 4 filed on November 17, 2008 to correct certain typographical error 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.

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