

Ascent Capital Group, Inc.
Form 4
July 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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
Ascent Capital Group, Inc.
[ASCMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12300 LIBERTY BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2014

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

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

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 or Disposed of (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned or Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Series A Common Stock	06/30/2014		J		113,345	A	\$ 66.01 (1)
							113,345
							I
							By Columbus Holding LLC (2)
Series B Common Stock (3)	06/30/2014		J		103,041	D	\$ 66.01 (4)
							145,225
							I
							By Columbus Holding LLC (2)
Series A Common Stock							110,680
							D

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Series A Common Stock				55,317	I	By Charitable Remainder Trust (June 2003 CRT)
Series A Common Stock				16	I	By Charitable Remainder Trust (1997 CRT)
Series A Common Stock				1	I	By IRA Account
Series A Common Stock				26,833	I	By Wife
Series B Common Stock ⁽³⁾				92,244	D	
Series B Common Stock ⁽³⁾				2,046	I	By Wife

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						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 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112			X	

Signatures

/s/ William E. Niles,
attorney-in-fact

07/02/2014

**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 price at which the Reporting Person acquired the shares of Series A Common Stock has been determined in accordance with Rule 16b-6(c)(2) of the Securities Exchange Act of 1934, as amended, because the Series B Common Stock is a derivative security of the Series A Common Stock within the meaning of such rule. *See* Footnote 3.
 - (2) Columbus Holding LLC is owned by the Reporting Person and his wife.
 - (3) Each share of Series B Common Stock is convertible, at the holder's election, into one share of Series A Common Stock, at any time for no consideration other than the surrender of the share of Series B Common Stock for each share of Series A Common Stock.
 - (4) The price at which the Reporting Person sold the shares of Series B Common Stock has been determined in accordance with Rule 16b-6(c)(2) of the Securities Exchange Act of 1934, as amended, because the Series B Common Stock is a derivative security of the Series A Common Stock within the meaning of such rule. *See* Footnote 3.

Remarks:

The Reporting Person previously reported the indirect beneficial ownership of certain shares of Series A common stock and S

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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