

AMC Networks Inc.

Form 4

March 15, 2016

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 *
Carroll Edward A

(Last) (First) (Middle)

11 PENN PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMC Networks Inc. [AMCX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|--|
| AMC Networks Inc. Class A Common Stock | 03/12/2016 | | M | 17,097 A | \$ 0 ⁽¹⁾ 37,996 | D | |
| AMC Networks Inc. Class A Common Stock | 03/12/2016 | | M | 1,872 A | \$ 0 ⁽²⁾ 39,868 | D | |
| AMC Networks | 03/12/2016 | | F ⁽³⁾ | 7,552 D | \$ 32,316 65.48 | D | |

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Inc. Class
A Common
Stock

AMC
Networks
Inc. Class
A Common
Stock

1,337 I By 401(k)

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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|---|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (3) | 03/12/2016 | | M | | 17,097 | | 03/12/2016 | 03/12/2016 | AMC Networks Inc. Class A Common Stock | 17,097 |
| Restricted Stock Units | (3) | 03/12/2016 | | M | | 1,872 | | 03/12/2016 | 03/12/2016 | AMC Networks Inc. Class A Common Stock | 1,872 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | Chief Operating Officer |

Carroll Edward A
11 PENN PLAZA
NEW YORK, NY 10001

Signatures

/s/ Anne G. Kelly, Attorney-in-fact for Edward A.
Carroll

03/15/2016

__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).

Each restricted stock unit ("RSU") was granted on March 12, 2013 under the AMC Networks Inc. 2011 Amended and Restated Employee

- (1) Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 12, 2016.

Each restricted stock unit ("RSU") was granted on October 16, 2013 under the AMC Networks Inc. 2011 Amended and Restated

- (2) Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 12, 2016.

- (3) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnotes 1 and 2 above.

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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