

MALONE JOHN C

Form 4

October 03, 2012

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

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(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)
10/01/2012

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

ENGLEWOOD, CO 80112

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Series A Common Stock	10/01/2012		P(1)		7,900	A	\$ 54.408 (2)
Series A Common Stock	10/02/2012		P(1)		6,624	A	\$ 54.911 (3)
Series A Common Stock	10/03/2012		P(1)		476	A	\$ 55.302 (4)
Series A Common							55,317
							I
							By Charitable

Stock				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 A Common Stock	570	I		By Trust for Daughter
Series A Common Stock	2,000	I		By Trust for Son

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 Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

10/03/2012

__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 purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 25, 2012.

- (2) The price reflects a weighted average of purchases made at prices ranging from \$54.25 to \$54.60, inclusive. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission (the "SEC"), the Issuer, or a security holder of the Issuer, information regarding the number of shares purchased at each separate price.

- (3) The price reflects a weighted average of purchases made at prices ranging from \$54.65 to \$55.00, inclusive. The Reporting Person agrees to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, information regarding the number of shares purchased at each separate price.

- (4) The price reflects a weighted average of purchases made at prices ranging from \$55.25 to \$55.35, inclusive. The Reporting Person agrees to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, information regarding the number of shares purchased at each separate price.

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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