

Haislip Michael R
Form 4
October 03, 2011

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 *
Haislip Michael R

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)
ASCENT CAPITAL GROUP,
INC., 12300 LIBERTY BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)

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

ENGLEWOOD, CO 80112

(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	(A) or (D)	Price
Series A Common Stock ⁽¹⁾	09/30/2011		A		22,500	A	\$ 0 (1)
					26,834	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. 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 Underlying Securities (Instr. 3 and 4)
Nonqualified Stock Option (right to buy)	\$ 48	09/30/2011		A	75,000	(2) 12/31/2017	Series A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haislip Michael R ASCENT CAPITAL GROUP, INC. 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112			Executive Vice President	

Signatures

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

10/03/2011

__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 pursuant to the following vesting schedule: (a) 5% of the restricted shares will vest on each of March 31, 2013, June 30, 2013, September 30, 2013 and December 31, 2013, (b) 7.5% of the restricted shares will vest on each of March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014 and (c) 12.5% of the restricted shares will vest on each of March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015.

(2) Such options shall vest pursuant to the following vesting schedule: (a) 5% of the options will vest on each of March 31, 2013, June 30, 2013, September 30, 2013 and December 31, 2013, (b) 7.5% of the options will vest on each of March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014 and (c) 12.5% of the options will vest on each of March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015.

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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