

Leavy David
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
Leavy David

2. Issuer Name and Ticker or Trading Symbol
Discovery Communications, Inc. [DISCA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ONE DISCOVERY PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Corp Ops & Comms Officer

SILVER SPRING, MD 20910

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Series A Common Stock | 02/28/2018 | | A | | 9,700 (1) \$ 0 | D | |
| Series A Common Stock | 02/28/2018 | | F | | 2,106 \$ 24.32 | D | |
| Series A Common Stock | 03/01/2018 | | A | | 20,560 \$ 53,274 | D | |
| Series A Common | 03/01/2018 | | M | | 6,391 \$ 59,665 | D | |
| | | | | | 19.676 | | |

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| | | | | | | | |
|-----------------------------|------------|---|--------|---|-----------------|--------|---|
| Stock | | | | | | | |
| Series A Common Stock | 03/01/2018 | S | 6,391 | D | \$ 24.423 | 53,274 | D |
| Series C Common Stock | 02/28/2018 | F | 507 | D | \$ 22.98 | 13,412 | D |
| Series C Common Stock | 03/01/2018 | M | 6,391 | A | \$ 19.084 | 19,803 | D |
| Series C Common Stock | 03/01/2018 | S | 14,282 | D | \$ 22.96 (3) | 5,521 | 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)

| 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to acquire) | \$ 19.676 | 03/01/2018 | | M | 6,391 | 03/16/2012 ⁽⁴⁾ 03/16/2018 | Series A Common Stock |
| Employee Stock Option (right to acquire) | \$ 24.06 | 03/01/2018 | | A | 67,654 | 03/01/2019 ⁽⁵⁾ 03/01/2025 | Series A Common Stock |
| Employee Stock Option (right to acquire) | \$ 19.084 | 03/01/2018 | | M | 6,391 | 03/16/2012 ⁽⁴⁾ 03/16/2018 | Series C Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leavy David ONE DISCOVERY PLACE SILVER SPRING, MD 20910 | | | Chief Corp Ops & Comms Officer | |

Signatures

/s/ Stephanie D. Marks, by power of attorney

03/02/2018

__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) These shares represent performance-based restricted stock units. On February 28, 2018, the Compensation Committee certified that applicable performance goals had been satisfied.
- (2) Includes acquisition of 598 shares under the Discovery Employee Stock Purchase Plan on February 14, 2018.
The price reported represents the weighted average sales price of shares of Series C common stock sold in multiple transactions at prices ranging from \$22.953 to \$22.965 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) This option is fully vested and exercisable.
- (4) This option vests in four equal annual installments beginning March 1, 2019.

Remarks:

The trading symbols for the Issuer's Series A, Series B and Series C common stock are, respectively, DISCA, DISCB and DIS

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.