

MALONE JOHN C
Form 4
September 15, 2005

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 *
MALONE JOHN C

2. Issuer Name and Ticker or Trading Symbol
Discovery Holding CO [DISC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

12300 LIBERTY BLVD.

09/13/2005

CEO, Chairman of the Board

(Street)

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

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)	(A) or (D)	5. Amount or Price	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 Ownership (Instr. 4)
Series A Common Stock	09/13/2005		P	50,000	A	\$ 14.93	2,005,000	I	By trust ⁽¹⁾
Series A Common Stock	09/13/2005		P	10,000	A	\$ 14.88	2,015,000	I	By trust ⁽¹⁾
Series A Common Stock	09/13/2005		P	25,777	A	\$ 14.89	2,040,777	I	By trust ⁽¹⁾
Series A Common							1,353,833	D	

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Stock									
Series A Common Stock						150,504	I		By spouse <u>(2)</u>
Series A Common Stock						330	I		By trust <u>(3)</u>
Series A Common Stock						76,731	I		By 401(k) Savings Plan <u>(4)</u>
Series B Common Stock	09/13/2005		P	300	A	\$ 16	7,933	I	By trust <u>(1)</u>
Series B Common Stock							10,378,562	D	
Series B Common Stock							340,943	I	By spouse <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene 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 BLVD. ENGLEWOOD, CO 80112	X	X	CEO, Chairman of the Board	

Signatures

/s/ John C.
Malone

09/15/2005

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 Reporting Person is the sole trustee of and retains a unitrust interest in the trust.
- (2) The Reporting Person disclaims beneficial ownership of these shares which are owned by his spouse.
- (3) The Reporting Person is the sole trustee of and, with his spouse, retains a unitrust interest in the trust.

- The number of shares represents equivalent shares based on the fair market value of the shares of the Issuer's Series A Common Stock held by the unitized stock fund under the LMC 401(k) Savings Plan based on information from the Plan Administrator dated August 9, 2005. The Reporting Person has an interest in the unitized fund which holds shares of the Issuer's Series A Common Stock and short-term investments.
- (4)

Remarks:

The trading symbols for the Issuer's Series A and Series B Common Stock are, respectively, DISCA and DISCB.

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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