

Discovery Holding CO
Form 4/A
July 17, 2007

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.

05/16/2007

CEO, Chairman of the Board

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
05/16/2007

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) | 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 or Price | | |
| Series A Common Stock | 05/16/2007 | | S | | \$ 1,636,099 ⁽¹⁾ 22.63 _{(2) (3)} | I | By Trust |
| Series A Common Stock | 05/16/2007 | | S | | \$ 1,635,499 22.64 | I | By Trust |
| Series A Common Stock | 05/16/2007 | | S | | \$ 1,634,099 22.65 | I | By Trust |
| Series A Common | 05/16/2007 | | S | | \$ 1,629,099 22.66 | I | By Trust |

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| | | | | | | | | | |
|-----------------------------|------------|---|---------|---|-------------|-----------|---|----------|--|
| Stock | | | | | | | | | |
| Series A Common Stock | 05/16/2007 | S | 3,000 | D | \$ 22.67 | 1,626,099 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 2,697 | D | \$ 22.68 | 1,623,402 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 803 | D | \$ 22.69 | 1,622,599 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 3,900 | D | \$ 22.7 | 1,618,699 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 2,257 | D | \$ 22.71 | 1,616,442 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 3,517 | D | \$ 22.72 | 1,612,925 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 185,422 | D | \$ 22.73 | 1,427,503 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 11,056 | D | \$ 22.74 | 1,416,447 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 2,006 | D | \$ 22.75 | 1,414,441 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 5,200 | D | \$ 22.76 | 1,409,241 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 2,258 | D | \$ 22.77 | 1,406,983 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 1,100 | D | \$ 22.78 | 1,405,883 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 1,584 | D | \$ 22.79 | 1,404,299 | I | By Trust | |
| Series A Common Stock | 05/16/2007 | S | 3,700 | D | \$ 22.8 | 1,400,599 | I | By Trust | |

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| | | | | | | | | |
|-----------------------------|------------|---|-------|---|-------------|---|---|----------|
| Series A Common Stock | 05/16/2007 | S | 2,500 | D | \$ 22.81 | 1,398,099 | I | By Trust |
| Series A Common Stock | 05/16/2007 | S | 1,200 | D | \$ 22.82 | 1,396,899 | I | By Trust |
| Series A Common Stock | 05/16/2007 | S | 300 | D | \$ 22.83 | 1,396,599 | I | By Trust |
| Series A Common Stock | 05/16/2007 | S | 200 | D | \$ 22.85 | 1,396,399 | I | By Trust |
| Series A Common Stock | | | | | | 1,533,612 ⁽¹⁾ <u>(2)</u> <u>(3)</u> | D | |

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 BLVD. ENGLEWOOD, CO 80112 | X | X | CEO, Chairman of the Board | |

Signatures

/s/ Charles Y. Tanabe,
Attorney-in-fact

07/17/2007

__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) On September 30, 2005, a charitable remainder trust (the "Trust") of which the Reporting Person is the sole trustee and, with his spouse, retains a unitrust interest in the Trust, distributed 76,071 shares of the Issuer's Series A Common Stock and 7,933 shares of the Issuer's Series B Common Stock to the Reporting Person and 84,508 shares of the Issuer's Series A Common Stock to the Reporting Person's spouse.
 - (2) On December 29, 2005, the Trust distributed 79,305 shares of the Issuer's Series A common stock to each of the Reporting Person and his spouse.
 - (3) On March 30, 2007, the Trust distributed 24,403 shares of the Issuer's Series A common stock to the Reporting Person and 60,786 shares of the Issuer's Series A Common Stock to the Reporting Person's spouse.

Remarks:

This amendment is filed to correct the beneficial ownership information for the reported transactions from direct to indirect and

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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