Pohl Michael J Form 4/A November 18, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pohl Michael J

2. Issuer Name and Ticker or Trading Symbol

Ascent Media CORP [ASCMA]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle) (First)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

11/13/2008

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

ASCENT MEDIA CORPORATION, 12300 LIBERTY BLVD.

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/17/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ENGLEWOOD, CO 80112

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) (Instr. 3 and 4)

Price (D) Code V Amount

Series A

Common 11/13/2008 Stock (1)

Α 1,146 1,146

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Pohl Michael J - Form 4/A

| 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. Transactio Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|--------------------|---|----------------------------------|
| | | | | Code V | and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shar |
| Nonqualified Stock Option (right to buy) | \$ 21.81 | 11/13/2008 | | A | 11,030 | (2) | 11/13/2018 | Series A Common Stock | 11,03 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| F | Director | 10% Owner | Officer | Other | | |
| Pohl Michael J ASCENT MEDIA CORPORATION 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112 | X | | | | | |

Signatures

/s/ Sharon L. Meymarian, attorney-in-fact

11/18/2008

**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 in eight equal quarterly installments, with the first such installment vesting effective February 13, 2009.
- (2) The options shall vest in eight equal quarterly installments, with the first such installment vesting effective February 13, 2009.

Remarks:

This Amendment to Form 4 amends and restates the Form 4 filed on November 17, 2008 to correct certain typographical error 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.

Reporting Owners 2