

DOLAN CHARLES F
Form 4
July 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOLAN CHARLES F

(Last) (First) (Middle)

11 PENN PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMC Networks Inc. [AMCX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title ☒ Other (specify
below) below)
Executive Chairman / Member of 13(d)
Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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)
AMC Networks Inc. Class A Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price

AMC
Networks
Inc. Class A
Common
Stock

108,592 (1) (2) D (3) (4)

AMC
Networks
Inc. Class A
Common
Stock

79,771 (1) I (5)

By CFD
Rev. Trust
(3)

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

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SEC 1474
(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)	
						Date Exercisable	Expiration Date	Title	Amount
Options (Right to Buy)	\$ 9.42 ⁽⁶⁾	07/15/2011		J ⁽⁷⁾	41,666 ⁽⁷⁾	07/15/2011 ⁽⁷⁾⁽⁸⁾	06/25/2013	AMC Networks Inc. Class A Common Stock	
Options (Right to Buy)	\$ 8.11 ⁽⁶⁾	07/15/2011		J ⁽⁷⁾	20,833 ⁽⁷⁾	07/15/2011 ⁽⁷⁾⁽⁸⁾	06/25/2013	AMC Networks Inc. Class A Common Stock	
Options (Right to Buy)	\$ 13.55 ⁽⁶⁾	07/15/2011		J ⁽⁷⁾	30,000 ⁽⁷⁾	07/15/2011 ⁽⁷⁾⁽⁸⁾	11/08/2015	AMC Networks Inc. Class A Common Stock	
Options (Right to Buy)	\$ 13.55 ⁽⁶⁾	07/15/2011		J ⁽⁷⁾	37,200 ⁽⁷⁾	07/15/2011 ⁽⁷⁾⁽⁸⁾	10/01/2014	AMC Networks Inc. Class A Common Stock	
Options (Right to Buy)	\$ 13.55 ⁽⁶⁾	07/15/2011		J ⁽⁷⁾	18,600 ⁽⁷⁾	07/15/2011 ⁽⁷⁾⁽⁸⁾	10/01/2014	AMC Networks Inc. Class A Common Stock	

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Options (Right to Buy)	\$ 13.55 <u>(6)</u>	07/15/2011	J ⁽⁷⁾	15,000 <u>(7)</u>	07/15/2011 ⁽⁷⁾⁽⁸⁾	11/08/2015	AMC Networks Inc. Class A Common Stock
Options (Right to Buy)	\$ 17.91 <u>(6)</u>	07/15/2011	J ⁽⁷⁾	66,000 <u>(7)</u>	07/15/2011 ⁽⁷⁾⁽⁸⁾	06/05/2016	AMC Networks Inc. Class A Common Stock
Options (Right to Buy)	\$ 8.95 ⁽⁶⁾ <u>(6)</u>	07/15/2011	J ⁽⁷⁾	221,225 <u>(7)</u>	⁽⁷⁾⁽⁹⁾ <u>(7)(9)</u>	09/05/2014	AMC Networks Inc. Class A Common Stock
AMC Networks Inc. Class B Common Stock	\$ 0 ⁽¹⁰⁾ <u>(10)</u>				⁽¹⁰⁾ <u>(10)</u>	⁽¹⁰⁾ <u>(10)</u>	AMC Networks Inc. Class A Common Stock
AMC Networks Inc. Class B Common Stock	\$ 0 ⁽¹⁰⁾ <u>(10)</u>				⁽¹⁰⁾ <u>(10)</u>	⁽¹⁰⁾ <u>(10)</u>	AMC Networks Inc. Class A Common Stock
AMC Networks Inc. Class B Common Stock	\$ 0 ⁽¹⁰⁾ <u>(10)</u>				⁽¹⁰⁾ <u>(10)</u>	⁽¹⁰⁾ <u>(10)</u>	AMC Networks Inc. Class A Common Stock
AMC Networks Inc. Class B Common Stock	\$ 0 ⁽¹⁰⁾ <u>(10)</u>				⁽¹⁰⁾ <u>(10)</u>	⁽¹⁰⁾ <u>(10)</u>	AMC Networks Inc. Class A Common Stock
AMC Networks Inc. Class B Common Stock	\$ 0 ⁽¹⁰⁾ <u>(10)</u>				⁽¹⁰⁾ <u>(10)</u>	⁽¹⁰⁾ <u>(10)</u>	AMC Networks Inc. Class A Common Stock
AMC Networks Inc. Class B Common	\$ 0 ⁽¹⁰⁾ <u>(10)</u>				⁽¹⁰⁾ <u>(10)</u>	⁽¹⁰⁾ <u>(10)</u>	AMC Networks Inc. Class A Common

Stock
AMC
Networks
Inc. Class
B
Common
Stock

\$ 0 (10)

(10)

(10)

Stock
AMC
Networks
Inc. Class
A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F 11 PENN PLAZA NEW YORK, NY 10001	X		Executive Chairman	Member of 13(d) Group
DOLAN HELEN A 11 PENN PLAZA NEW YORK, NY 10001				Member of 13(d) Group

Signatures

/s/ Sean S. Sullivan, Attorney-in-fact for Charles F.
Dolan

07/19/2011

__Signature of Reporting Person

Date

/s/ Brian Sweeney, Attorney-in-fact for Helen A.
Dolan

07/19/2011

__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) Reflects transfer of shares of Class A Common Stock previously owned directly by Cablevision Systems Corporation ("Cablevision") and its subsidiaries and received in connection with the legal and structural separation of AMC Networks Inc. ("AMC") from Cablevision (the "Spin?off") in a transaction exempt under Rule 16a?9 and Rule 16a?13.
- (2) Includes shares of restricted stock.
- (3) Ms. Dolan disclaims beneficial ownership of all securities of AMC beneficially owned or deemed to be beneficially owned directly or indirectly by her spouse (other than securities in which she has a direct pecuniary interest) and this filing shall not be deemed an admission that Ms. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) Securities held directly by Mr. Dolan
- (5) Securities held by the Charles F. Dolan 2009 Revocable Trust.
- (6) The exercise price was determined by allocating the exercise price for the option under the Cablevision equity plan between the existing Cablevision option and the AMC option based upon the average of the volume weighted average prices of the Cablevision NY Group Class A Common Stock and the AMC Class A Common Stock for each trading day in the ten trading-day period immediately following the Spin?off. The underlying share amount takes into account the distribution ratio of four Cablevision shares of common stock to one share of AMC common stock.
- (7) Represents options to purchase Class A Common Stock received by the Reporting Person in connection with the Spin?off, and granted pursuant to the AMC 2011 Employee Stock Plan, in a transaction exempt under Rules 16a?9 or 16b?6 and 16b?3.

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- (8) The options are fully exercisable and vested as of the date of this filing.
- (9) Two-thirds of the options are fully exercisable and vested as of the date of this filing. The remaining one-third will vest on March 5, 2012.
- (10) Class B Common Stock of the Issuer is convertible at the option of the holder share for share into Class A Common Stock of the Issuer.
- (11) Reflects transfer of shares of Class B Common Stock previously owned directly by Cablevision and its subsidiaries and received in connection with the Spin-off in a transaction exempt under Rule 16a-9 and Rule 16a-13.
- (12) Securities held directly by Ms. Dolan.

Mr. Dolan disclaims beneficial ownership of all securities of AMC beneficially owned or deemed to be beneficially owned directly or indirectly by his spouse (other than securities in which he has a direct pecuniary interest) and this filing shall not be deemed an admission that Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (13) Shares of Class B Common Stock held directly by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1C.
- (14) Shares of Class B Common Stock held directly by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1C.
- (15) Shares of Class B Common Stock held directly by the Helen A. Dolan 2009 Revocable Trust.

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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