

NILES WILLIAM E
Form 4/A
May 19, 2011

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 *
NILES WILLIAM E

2. Issuer Name and Ticker or Trading Symbol
Ascent Media CORP [ASCMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ASCENT MEDIA CORPORATION, 12300 LIBERTY BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP/Gen Counsel/Secretary

(Street)
ENGLEWOOD, CO 80112

4. If Amendment, Date Original Filed(Month/Day/Year)
03/30/2011

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 ⁽¹⁾	03/29/2011		A		5,785	A	\$ 0 (1) 34,484

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)

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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)	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 48.15	03/29/2011		A	49,160	(2) 03/29/2018	Series A Common Stock	49,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NILES WILLIAM E ASCENT MEDIA CORPORATION 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112			Exec VP/Gen Counsel/Secretary	

Signatures

/s/ William E. Niles
 Date: 05/19/2011
 Signature of Reporting Person

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 twenty equal quarterly installments, with the first such installment vesting effective June 1, 2011.
- (2) Such options shall vest in twenty equal quarterly installments, with the first such installment vesting effective June 1, 2011.
- (3) The previous Form 4 filed in connection with this transaction provided the cumulative total of all options held by Mr. Niles in this column, rather than the total options having these same terms.

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.