

Pohl Michael J
 Form 4/A
 November 18, 2008

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 *
 Pohl Michael J

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)
 11/13/2008

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

(Street)
 ENGLEWOOD, CO 80112

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/17/2008

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)
				(A) or (D)	Price		
				Code	V	Amount	
Series A Common Stock ⁽¹⁾	11/13/2008		A	1,146	A	\$ 0 <u>(1)</u>	1,146 D

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

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Nonqualified Stock Option (right to buy)	\$ 21.81	11/13/2008		A	11,030	(2) 11/13/2018	Series A Common Stock	11,030

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
Date: 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 errors.

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.