

Carroll Edward A
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll Edward A

(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
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	07/18/2011		J ⁽¹⁾	12,330 ⁽¹⁾	A \$ 0 ⁽¹⁾	36,030 ⁽²⁾	D
AMC Networks Inc. Class A Common Stock					1,353.7	I	401(k)

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.

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ <u>13.55</u> (3)	07/15/2011		J(4)		2,170 (4)		07/15/2011(5)	10/01/2014	AMC Networks Inc. Class A Common Stock	2,170
Options (Right to Buy)	\$ <u>13.55</u> (3)	07/15/2011		J(4)		2,500 (4)		07/15/2011(5)	11/08/2015	AMC Networks Inc. Class A Common Stock	2,500
Options (Right to Buy)	\$ <u>13.55</u> (3)	07/15/2011		J(4)		2,500 (4)		07/15/2011(5)	11/08/2015	AMC Networks Inc. Class A Common Stock	2,500
Options (Right to Buy)	\$ <u>17.91</u> (3)	07/15/2011		J(4)		8,250 (4)		07/15/2011(5)	06/05/2016	AMC Networks Inc. Class A Common Stock	8,250

Reporting Owners

Edgar Filing: Carroll Edward A - Form 4

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carroll Edward A 11 PENN PLAZA NEW YORK, NY 10001	Chief Operating Officer

Signatures

/s/ Anne G. Kelly, Attorney-in-fact for Edward A.
Carroll

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).

Reflects acquisition of replacement restricted shares of Class A Common Stock previously owned directly by Cablevision Systems Corporation ("Cablevision") and its subsidiaries and received by the Reporting Person 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. The number of

(1) shares represents a value equal to the value of Cablevision restricted shares covered by the cancelled Cablevision award. The value of the AMC Class A Common Stock and Cablevision NY Group Class A Common Stock was based upon the average of the volume weighted average prices of the Cablevision NY Group Class A Common Stock and AMC Class A Common Stock, respectively, for each trading day in the ten trading-day period immediately following the Spin-off.

(2) Includes transfer of shares of Class A Common Stock previously owned directly by Cablevision and its subsidiaries and received by the Reporting Person in connection with the Spin-off in a transaction exempt under Rule 16a-9. Includes shares of restricted stock.

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

(3) 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 in a transaction exempt under Rule 16a-9. The underlying share amount takes into account the distribution ratio of four Cablevision shares of common stock to one share of AMC common stock.

(4) 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.

(5) The options are fully exercisable and vested as of the date of this filing.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.