

AMC Networks Inc.
Form 4
March 15, 2016

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 *
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)
03/12/2016

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 below) _____ Other (specify below)

Chief Operating Officer

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| AMC Networks Inc. Class A Common Stock | 03/12/2016 | | M | | 17,097 | A | \$ 0 ⁽¹⁾ |
| AMC Networks Inc. Class A Common Stock | 03/12/2016 | | M | | 1,872 | A | \$ 0 ⁽²⁾ |
| AMC Networks | 03/12/2016 | | F ⁽³⁾ | | 7,552 | D | \$ 65.48 |

Inc. Class
A Common
Stock

AMC
Networks
Inc. Class
A Common
Stock

1,337 I By 401(k)

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

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(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 |
| Restricted Stock Units | (3) | 03/12/2016 | | M | 17,097 | 03/12/2016 03/12/2016 | AMC Networks Inc. Class A Common Stock 17,097 |
| Restricted Stock Units | (3) | 03/12/2016 | | M | 1,872 | 03/12/2016 03/12/2016 | AMC Networks Inc. Class A Common Stock 1,872 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | Chief Operating Officer |

Carroll Edward A
11 PENN PLAZA
NEW YORK, NY 10001

Signatures

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

03/15/2016

__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).
Each restricted stock unit ("RSU") was granted on March 12, 2013 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 12, 2016.
- (1) Each restricted stock unit ("RSU") was granted on October 16, 2013 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 12, 2016.
- (2) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnotes 1 and 2 above.
- (3)

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.