

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BENNETT ROBERT R <hr/> (Last) (First) (Middle) ONE DISCOVERY PLACE <hr/> (Street) SILVER SPRING MD 20910 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Discovery Communications, Inc. [DISCA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Series A Common Stock	12/18/2008		A		2,000	A	\$0.00	9,681	D	
Series A Common Stock								54,913	I	By Hilltop Investments, Inc.
Series A Common Stock								1,355	I	Through 401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Director Stock Option (right to purchase)	\$13.9	12/18/2008		A		4,900		05/11/2009	12/18/2015	Series A Common Stock 4,900	\$0.00	4,900	D	
Stock Option (right to purchase) ⁽¹⁾	\$14.68 ⁽²⁾	10/01/2008		A		931,154 ⁽²⁾		(3)	02/28/2011	Series A Common Stock 931,154 ⁽²⁾	(1)	931,154 ⁽²⁾	D	
Stock Option (right to purchase) ⁽¹⁾	\$14.49 ⁽⁴⁾	10/01/2008		A		931,154 ⁽⁴⁾		(3)	02/28/2011	Series C Common Stock 931,154 ⁽⁴⁾	(1)	931,154 ⁽⁴⁾	D	
Stock Option (right to purchase) ⁽⁵⁾	\$10.88	12/18/2008		A		55,825		(3)	07/31/2013	Series A Common Stock 55,825	(5)	55,825	D	
Stock Option (right to purchase) ⁽⁵⁾	\$10.74	12/18/2008		A		55,825		(3)	07/31/2013	Series C Common Stock 55,825	(5)	55,825	D	
Stock Option (right to purchase) ⁽⁶⁾	\$9.91	12/18/2008		A		55,825		(3)	08/06/2014	Series A Common Stock 55,825	(6)	55,825	D	
Stock Option (right to purchase) ⁽⁶⁾	\$9.78	12/18/2008		A		55,825		(3)	08/06/2014	Series C Common Stock 55,825	(6)	55,825	D	
Stock Option (right to purchase) ⁽⁷⁾	\$19.17	12/18/2008		A		5,582		(3)	05/16/2017	Series A Common Stock 5,582	(7)	5,582	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase) ⁽⁷⁾	\$18.91	12/18/2008		A		5,582		(3)	05/16/2017	Series C Common Stock	5,582	(7)	5,582	D	

Explanation of Responses:

- Received in exchange for a stock option to acquire 1,667,985 shares of Discovery Holding Company ("DHC") Series A common stock at \$17.54 per share, in connection with the merger of DHC with a wholly-owned subsidiary of the Company (the "Merger"). Under the terms of the Merger, the conversion of the stock option could not be calculated until the value of Ascent Media Corporation's Series B Common Stock could be calculated. There has not been sufficient trading in the Ascent Media stock to derive the value required by the formula, and the Company did not authorize the selection of an alternative valuation mechanism until December 18, 2008.
- At the Reporting Person's election, this option may be exercised for the Company's Series B common stock. The option would be exercisable for 759,753 shares of Series B common stock with an exercise price of \$23.46 per share.
- This option is fully vested and exercisable.
- This option is linked to the option to acquire 931,154 shares of the Company's Series A common stock at \$14.68 per share. That option is also exercisable for shares of the Company's Series B common stock; if that option is exercised for Series B common stock, this option to acquire 931,154 shares of Series C common stock will become an option to acquire 759,753 shares of Series C common stock at \$15.72 per share.
- Received in exchange for a stock option to acquire 100,000 shares of DHC Series A common stock at \$13.00 per share, in connection with the Merger. Under the terms of the Merger, the conversion of outstanding Director Stock Options could not be calculated until 10 trading days of the Company's Series A common stock had passed.
- Received in exchange for a stock option to acquire 100,000 shares of DHC Series A common stock at \$11.84 per share, in connection with the Merger. Under the terms of the Merger, the conversion of outstanding Director Stock Options could not be calculated until 10 trading days of the Company's Series A common stock had passed.
- Received in exchange for a stock option to acquire 10,000 shares of DHC Series A common stock at \$22.90 per share, in connection with the Merger. Under the terms of the Merger, the conversion of outstanding Director Stock Options could not be calculated until 10 trading days of the Company's Series A common stock had passed.

Remarks:

The trading symbols for the Issuer's Series A, Series B and Series C common stock are, respectively, DISCA, DISCB and DISCK.

/s/ Joseph A. LaSala, Jr., by 12/22/2008
power of attorney

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.