

CHARTER COMMUNICATIONS INC /MO/
Form POS AM
November 29, 2005

As filed with the Securities and Exchange Commission on November 29, 2005

Registration No. 333-128838

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1

to

Form S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Charter Communications, Inc.

(Exact name of registrant as specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

4841

(Primary Standard Industrial
Classification Code Number)

43-1857213

(I.R.S. Employer
Identification Number)

12405 POWERSCOURT DRIVE
ST. LOUIS, MISSOURI 63131

(314) 965-0555

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Paul E. Martin

**Senior Vice President, Interim Chief Financial Officer, Principal Accounting Officer and Corporate
Controller**

12405 Powerscourt Drive
St. Louis, Missouri 63131

(314) 965-0555

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Dennis J. Friedman
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166

Jeremy W. Dickens
Brian A. Haskel
Weil, Gotshal & Manges LLP

(212) 351-4000

767 Fifth Avenue
New York, NY 10153
(212) 310-8000

Approximate date of commencement of proposed sale to the public: Not Applicable.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

This Post-Effective Amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission, acting pursuant to said Section 8(c), may determine.

Deregistration of Shares

Charter Communications, Inc. (“Charter”) filed with the Securities and Exchange Commission a Registration Statement on Form S-1, as amended (File No. 333-128838), which originally registered 122,830,000 shares of Charter’s Class A common stock, par value \$.001 per share. This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 is filed to deregister 55,088,700 shares of the Class A common stock previously registered on such Registration Statement on Form S-1 that remained unsold at the close of business on November 28, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of St. Louis, State of Missouri, on November 29, 2005.

CHARTER COMMUNICATIONS, INC.,
Registrant

By: /s/ Paul E. Martin
Name: Paul E. Martin
Title: Senior Vice President,
Interim Chief Financial Officer,
Principal Accounting Officer
and Corporate Controller

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement on Form S-1 has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Paul G. Allen	Chairman of the Board of Directors	November 29, 2005
* Neil Smit	President, Chief Executive Officer, Director (Principal Executive Officer)	November 29, 2005
/s/ Paul E. Martin Paul E. Martin	Senior Vice President, Interim Chief Financial Officer, Principal Accounting Officer and Corporate Controller (Principal Financial Officer and Principal Accounting Officer)	November 29, 2005
* W. Lance Conn	Director	November 29, 2005
* 	Director	

November
29, 2005

Nathaniel A.
Davis

*

Director

November
29, 2005

Jonathan L.
Dolgen

*

Director

November
29, 2005

Robert P. May

*

Director

November
29, 2005

David C. Merritt

*

Director

November
29, 2005

Marc B.
Nathanson

*

Director

November
29, 2005

Jo Allen Patton

*

Director

November
29, 2005

John H. Tory

II-1

Signature	Title	Date
*	Director	November 29, 2005
Larry W. Wangberg		

*By:

/s/ Thomas J.
Hearity
Thomas J.
Hearity
Attorney-in-Fact

II-2