

Heneghan James M  
 Form 4  
 April 28, 2011

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 Heneghan James M

2. Issuer Name and Ticker or Trading Symbol  
 CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/26/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Charter Media

C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE  
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

ST. LOUIS, MO 63131  
 (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	

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

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SEC 1474 (9-02)

**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 Underlying Instrument (Instr. 3, 4, and 5)
Time-Vesting Stock Options	\$ 55.12	04/26/2011		A	39,000	04/26/2012 <sup>(1)</sup> 04/26/2021	Class of Common Stock
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A	30,333	04/26/2012 <sup>(2)</sup> 04/26/2021	Class of Common Stock
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A	30,333	12/31/2012 <sup>(3)</sup> 04/26/2021	Class of Common Stock
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A	30,334	12/31/2013 <sup>(4)</sup> 04/26/2021	Class of Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Heneghan James M  
 C/O CHARTER COMMUNICATIONS, INC.  
 12405 POWERSCOURT DRIVE  
 ST. LOUIS, MO 63131

President, Charter Media

## Signatures

/s/ James M. Heneghan                      04/28/2011

\*\*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).  
 Grant of Stock Options on 4/26/2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan. One-third will become exercisable in four equal installments on each of the first four anniversaries of April 26, 2011; one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012.

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One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after January 26, 2012;

- (2) one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after January 26, 2012; and one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after January 26, 2012.

One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after September 30,

- (3) 2012; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after September 30, 2012; and one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after September 30, 2012.

One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after September 30,

- (4) 2013; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after September 30, 2013; and one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after September 30, 2013.

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

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