

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 April 27, 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 *
 Rutledge Thomas

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)
 04/25/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET
 (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

STAMFORD, CT 06901
 (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)	Code	V	Amount	(D)	Price

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 and Amount of Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount
Performance Vesting Stock Options	\$ 201.56	04/25/2016		A	1,800,000	(1) 04/25/2026	Class A Common Stock 1,800,000
Restricted Stock Units	(2)	04/25/2016		A	200,000	(3) (2)	Class A Common Stock 200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rutledge Thomas C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901	X		President and CEO	

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Thomas M. Rutledge
 Daniel J. Bollinger
 04/26/2016

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).

(1) Stock options granted on April 25, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 360,000 shares subject to the attainment of a \$262 per-share hurdle (with a 10-year term); 360,000 shares subject to the attainment of a \$330 per-share hurdle (with a 10-year term); 360,000 shares subject to the attainment of a \$412 per-share hurdle (with a 10-year term); 360,000 shares subject to the attainment of a \$449 per-share hurdle (with a 10-year term); and 360,000 shares subject to the attainment of a \$510 per-share hurdle (with a 10-year term). One third of the stock options will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any options that have not vested within 6 years from the date of grant will be cancelled.

(2) Restricted Stock Unit Grant - not applicable

(3) Restricted Stock Units granted on April 25, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 66,666 shares subject to the attainment of a \$412 per-share hurdle; 66,666 shares subject to the attainment of a \$449 per-share hurdle; and 66,667 shares subject to the attainment of a \$510 per-share hurdle (each with a six-year term). One third of the Restricted Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.

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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