

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
December 28, 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 *
Newhouse Michael A

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)
12/28/2016

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Charter Communications Class A Common Stock	12/28/2016		C		1,852,832	A	\$ 289.8266 (1)
					1,852,832	I	(2)

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

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The Reporting Person disclaims beneficial ownership of the shares of Class A Common Stock of Charter and Class B Common Units of

- (4) Charter Holdings owned by A/N and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

The Class B Common Units of Charter Holdings are exchangeable by A/N at any time into either, at the Issuer's option, (i) shares of Class

- (5) A Common Stock of the Issuer on a one-for-one basis or (ii) cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of A/N's exchange notice, and have no expiration date.

- (6) Such Class B Common Units of Charter Holdings were surrendered by A/N in exchange for an equivalent number of shares of Class A Common Stock of the Issuer without the payment of additional consideration.

- (7) Sold to the Issuer by A/N in an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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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