

CHARTER COMMUNICATIONS INC /MO/
 Form 4
 December 02, 2009

FORM 4

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

OMB APPROVAL

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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 *
 ALLEN PAUL G

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)
 11/30/2009

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

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 and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options to Purchase Class A Common Stock	\$ 23.09	11/30/2009		J(1)(2)	10,000	(1)(2)	(1)(2)	Class A Common Stock
Class B Common Stock	(3)	11/30/2009		J(1)(4)	50,000	(1)(4)	(1)(4)	Class A Common Stock
Class A Common Membership Units (5)	(3) (6)	11/30/2009		J(1)(4)	324,300,479	(1)(4)	(1)(4)	Class A Common Stock
Class C Common Membership Units (7)	(3) (6)	11/30/2009		J(1)(4)	14,831,552	(1)(4)	(1)(4)	Class A Common Stock
Subordinated Accreting Note (8)	(3) (6) (9)	11/30/2009		J(1)(4)	1 (9)	(1)(4)	(1)(4)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN PAUL G C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	X	X		

Signatures

/s/ William L. McGrath, Attorney-in-fact for Paul G. Allen
 12/02/2009
 **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)

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On November 30, 2009 (the "Effective Date"), the Issuer, Charter Investment, Inc. ("CII") and certain direct and indirect subsidiaries of the Issuer (collectively, the "Debtors") consummated their reorganization under chapter 11 of title 11 of the United States Code and the joint plan of reorganization of the Debtors (the "Plan") became effective.

- (2) Pursuant to the Plan, on the Effective Date, among other things, all of the unexercised options to purchase Class A Common Stock of the Issuer were cancelled.
- (3) Class B Common Stock of the Issuer was convertible at any time into Class A Common Stock of the Issuer on a one-for-one basis.
Pursuant to the Plan, on the Effective Date, among other things, all of the shares of Class A Common Stock and Class B Common Stock of the Issuer were cancelled and the Issuer ceased to be the issuer of any class of equity security registered pursuant to Section 12 of the Securities Exchange Act of 1934.
- (4) Class A Common Membership Units ("Class A Units") of Charter Communications Holding Company, LLC ("Charter Holdco") held by CII. The Reporting Person is the sole stockholder of CII.
- (5) CII had an exchange option with the Issuer giving CII the right to exchange both its Class A Units and Class C Units for shares of Class B Common Stock of the Issuer on a one-for-one basis.
- (6) Class C Common Membership Units ("Class C Units") of Charter Holdco held by CII. The Reporting Person is the sole stockholder of CII.
- (7) CCHC, LLC Subordinated Accreting Note (the "Note") held by CII. The Reporting Person is the sole stockholder of CII.
The Note was exchangeable for Class A Units. The Note's exchange price was subject to adjustment upon the occurrence of certain dilutive events. As of November 29, 2009, the accreted value of the Note was \$84,532,060 and the Note was exchangeable into 42,266,030 Class A Units.
- (8) CCHC, LLC Subordinated Accreting Note (the "Note") held by CII. The Reporting Person is the sole stockholder of CII.
The Note was exchangeable for Class A Units. The Note's exchange price was subject to adjustment upon the occurrence of certain dilutive events. As of November 29, 2009, the accreted value of the Note was \$84,532,060 and the Note was exchangeable into 42,266,030 Class A Units.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.