

LOVETT MICHAEL J
 Form 4
 December 01, 2009

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 *
 LOVETT MICHAEL J

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2009

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP and COO

ST. LOUIS, MO 63131
 (City) (State) (Zip)

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

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	
Class A Common Stock	11/30/2009		J ⁽¹⁾		2,943,889	D	\$ 0 <u>(1)</u> 7,500	D
Class A Common Stock	11/30/2009		J ⁽¹⁾		7,500	D	\$ 0 <u>(1)</u> 0	I Custodian Accounts for Minor Children

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)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.865	11/30/2009		J		82,000 <u>(1)</u>	10/26/2005	10/26/2014	Class A Common Stock	82,000
Stock Option	\$ 1.295	11/30/2009		J		162,000 <u>(1)</u>	04/26/2006	04/26/2015	Class A Common Stock	162,000
Stock Option	\$ 1.195	11/30/2009		J		324,000 <u>(1)</u>	02/28/2007	02/28/2016	Class A Common Stock	324,000
Stock Option	\$ 2.835	11/30/2009		J		864,000 <u>(1)</u>	03/09/2008	03/09/2017	Class A Common Stock	864,000
Stock Option	\$ 5.06	11/30/2009		J		100,000 <u>(1)</u>	07/23/2004	07/23/2013	Class A Common Stock	100,000
Stock Option	\$ 5.17	11/30/2009		J		77,500 <u>(1)</u>	01/27/2005	01/27/2014	Class A Common Stock	77,500
Stock Option	\$ 4.555	11/30/2009		J		12,500 <u>(1)</u>	04/27/2005	04/27/2014	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOVETT MICHAEL J C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE			EVP and COO	

ST. LOUIS, MO 63131

Signatures

/s/ Paul J. Rutterer,
Attorney-in-Fact

12/01/2009

__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).

Pursuant to the Issuer's Amended Joint Plan of Reorganization, which was approved by the United States Bankruptcy Court for the
(1) Southern District of New York, each share of Issuer common stock outstanding and any stock option unexercised prior to the Issuer's emergence from bankruptcy was cancelled effective November 30, 2009.

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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