

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 July 06, 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 *
 Bickham John

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)
 07/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/Chief Operating Officer

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 or Price				
Class A Common Stock	07/01/2016		M		22,605 (1) (2)	A	\$ 66.87 (1)	76,309 (1)	D (4)
Class A Common Stock	07/01/2016		F		14,387 (3)	D	\$ 232.32	61,922	D (4)
Class A Common Stock	07/05/2016		M		22,605 (2)	A	\$ 66.87 (1)	84,527	D (4)

Class A
Common Stock 07/05/2016 F 14,377⁽³⁾ D \$ 233.13 70,150 D (4)

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

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(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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Vesting Stock Options	\$ 66.87 <u>(1)</u>	07/01/2016		M	22,605 <u>(1)</u> <u>(2)</u>	<u>(2)</u> 11/02/2016	Class A Common Stock	22,605 <u>(1)</u>
Performance Vesting Stock Options	\$ 66.87 <u>(1)</u>	07/05/2016		M	22,605 <u>(1)</u> <u>(2)</u>	<u>(2)</u> 11/02/2016	Class A Common Stock	22,605 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bickham John C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901			EVP/Chief Operating Officer	

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for John Bickham

07/06/2016

__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) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of options (multiplied by .9042).
Exercise of performance-vesting stock options granted on April 30, 2012; 25,000 stock options subject to the attainment of a \$125 per share hurdle (with a 4-year term); and 25,000 stock options subject to the attainment of a \$150 per-share hurdle (with a 4-year term);
- (2) Vesting schedule as follows: 25% first eligible to vest on 4/30/2013; 25% first eligible to vest on 4/30/2014; 25% first eligible to vest on 4/30/2015; and 25% first eligible to vest on 4/30/2016.
- (3) Withholding of securities by Charter Communications, Inc. for purpose of paying the exercise price and taxes due upon exercise of the stock options. No shares were sold for the exercise or for tax withholding.
- (4) Includes shares held jointly with Kathy L. Bickham.

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.