

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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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

(Last) (First) (Middle)

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

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Charter Communications Class A Common Stock	12/28/2016		C		\$ 1,852,832 (1)	I	Indirect Interest in Partnership (3) (4)

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class B Common Units of Charter Communications Holdings, LLC	(5)	12/28/2016		C	1,852,832 (6)	05/18/2016 (5)	Charter Communications Class A Common Stock
Class B Common Units of Charter Communications Holdings, LLC	(5)	12/28/2016		D	752,767 (7)	05/18/2016 (5)	Charter Communications Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Newhouse Michael A
C/O CHARTER COMMUNICATIONS, INC.
400 ATLANTIC STREET
STAMFORD, CT 06901

X

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Michael A.
Newhouse

12/29/2016

__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) Represents the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of an exchange notice by Advance/Newhouse Partnership, a New York partnership ("A/N"). Such shares of Class A Common Stock were acquired in exchange for an equivalent number of Class B Common Units of Charter Communications Holdings, LLC ("Charter Holdings") without the payment of additional consideration.

(2) Does not include 564 shares of restricted Class A Common Stock of Charter that were received by the Reporting Person on May 19, 2016 in connection with his services as a director of the Issuer and are directly beneficially owned by the Reporting Person.

(3) The Reporting Person, by virtue of his affiliations with Advance Long-Term Management Trust, a New Jersey trust ("ALTMT"), Advance Publications, Inc., a New York corporation ("API"), and Newhouse Broadcasting Corporation ("NBCo"), and affiliation with and interest in other non-controlling holders of equity of API and NBCo, may be deemed to beneficially own the shares of Class A Common Stock of Charter and Class B Common Units of Charter Communications Holdings, LLC owned directly by A/N. ALTMT is the general partner of Newhouse Family Holdings, L.P., a Delaware limited partnership, which owns all of the voting shares of API. API and NBCo indirectly own all of the partnership interests of A/N.

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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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