

CHARTER COMMUNICATIONS INC /MO/

Form 8-K/A

November 16, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 15, 2004**

[Charter Communications, Inc.](#)

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Explanatory Note

Charter Communications, Inc. ("Charter") is filing this amendment (this "Amendment") to its Current Report on Form 8-K dated November 15, 2004, originally furnished to the Securities and Exchange Commission (the "Commission") on November 15, 2004 solely to furnish Exhibit 99.1. This Amendment replaces and supersedes the Current Report on Form 8-K filed on November 15, 2004 in its entirety.

ITEM 8.01. OTHER EVENTS.

Charter today announced its intent to issue Convertible Senior Notes due 2009 in a private placement under Rule 144A to raise estimated gross proceeds of \$750 million. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but is furnished pursuant to Regulation FD.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is not filed but furnished pursuant to Item 8.01:

Exhibit

<u>Number</u>	<u>Description</u>
---------------	--------------------

99.1	Press release dated as of November 15, 2004.*
------	---

* furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,

Registrant

Dated: November 15, 2004

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Interim Co-Chief Financial Officer,
Senior Vice President and Controller

(Co-Principal Financial Officer and Principal
Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of November 15, 2004.*

* furnished herewith