

Heneghan James M  
Form 4  
May 26, 2011

**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 \*  
Heneghan James M

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Charter Media

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2011

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 or Price		
Class A Common Stock	05/23/2011		M		2,500 <sup>(1)</sup>	A	\$ 35.375 34,165 D
Class A Common Stock	05/23/2011		S		2,500	D	\$ 55.5332 31,665 <sup>(2)</sup> D
Class A Common Stock	05/23/2011		S		2,500 <sup>(3)</sup>	D	\$ 55.306 29,165 D

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 4. Deemed Execution Date, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Stock Options, \$ 35.375, 05/23/2011, M, 2,500 (1), 03/01/2011, 07/27/2020, Class A Common Stock, 2,500

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: Heneghan James M, C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE, ST. LOUIS, MO 63131; Relationships: Director, 10% Owner, Officer, President, Charter Media.

Signatures

/s/ Paul J. Rutterer, Attorney-in-Fact, 05/26/2011

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) 25% of the aggregate grant vest at March 1, 2011, 2012, 2013 and 2014, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.
(2) Total direct ownership of shares adjusted by 2 shares to correct inadvertant typo in last filing.
(3) Sale of previously reported vested shares.

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