

Schmitz Eloise  
 Form 4  
 December 01, 2009

**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 \*  
 Schmitz Eloise

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)  
 EVP/Chief Financial Officer

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

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	11/30/2009		J <sup>(1)</sup>	45,488	D	\$ 0 (1)	0	D

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option	\$ 2.85	11/30/2009		J	40,000 (1)	07/23/2003 07/23/2012	Class A Common Stock 40,000
Stock Option	\$ 1.525	11/30/2009		J	8,750 (1)	04/29/2004 04/29/2013	Class A Common Stock 8,750
Stock Option	\$ 5.17	11/30/2009		J	28,000 (1)	01/27/2005 01/27/2014	Class A Common Stock 28,000
Stock Option	\$ 1.525	11/30/2009		J	83,700 (1)	03/25/2006 03/25/2015	Class A Common Stock 83,700
Stock Option	\$ 1	11/30/2009		J	31,100 (1)	03/10/2007 03/10/2016	Class A Common Stock 31,100
Stock Option	\$ 1.32	11/30/2009		J	100,000 (1)	08/29/2007 08/29/2016	Class A Common Stock 100,000
Stock Option	\$ 2.835	11/30/2009		J	31,100 (1)	03/09/2008 03/09/2017	Class A Common Stock 31,100

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Schmitz Eloise  
C/O CHARTER COMMUNICATIONS, INC.  
12405 POWERSCOURT DRIVE  
ST. LOUIS, MO 63131

EVP/Chief Financial Officer

## 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. 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.