

Howard Kevin D
Form 4
April 28, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Howard Kevin D

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)

04/26/2011

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

SVP/CAO/Controller

C/O CHARTER
COMMUNICATIONS, INC., 12405
POWERSCOURT DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

ST. LOUIS, MO 63131

(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	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Time-Vesting Stock Options	\$ 55.12	04/26/2011		A	20,000	04/26/2012 ⁽¹⁾ 04/26/2021	Class A Common Stock
Restricted Stock Units	\$ 0	04/26/2011		A	5,000	04/26/2012 ⁽²⁾ 04/26/2021	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Howard Kevin D
C/O CHARTER COMMUNICATIONS, INC.
12405 POWERSCOURT DRIVE
ST. LOUIS, MO 63131

SVP/CAO/Controller

Signatures

/s/ Kevin D.
Howard 04/28/2011

**Signature of Date
Reporting Person

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).

- Grant of Stock Options on 4/26/2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan. One-third will become exercisable in four equal installments on each of the first four anniversaries of April 26, 2011; one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012.
- (1) One third of restricted stock units vest in four equal annual installments on each of the first four anniversaries of April 26, 2011; one-third will vest in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and one-third will vest in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012. Upon vesting, the recipient shall receive one share of Class A common stock for each restricted stock unit.
- (2) One third of restricted stock units vest in four equal annual installments on each of the first four anniversaries of April 26, 2011; one-third will vest in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and one-third will vest in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012. Upon vesting, the recipient shall receive one share of Class A common stock for each restricted stock unit.

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.