

CHARTER COMMUNICATIONS INC /MO/

Form 4

March 13, 2007

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 *
LOVETT MICHAEL J

(Last) (First) (Middle)

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

(Street)

ST. LOUIS, MO 63131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**CHARTER COMMUNICATIONS
INC /MO/ [CHTR]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2007

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)
EVP and COO

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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|------------------------|------------|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock ⁽¹⁾ | 03/09/2007 | | A | | 414,720 | A | <u>(2)</u> | 726,500 | D | |
| Class A Common Stock | 03/09/2007 | | A | | 300,000 ⁽⁶⁾ | A | <u>(5)</u> | 1,026,500 | D | |

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 or Number of Shares |
| Stock Options | \$ 2.835 | 03/09/2007 | | A | | 864,000 | | <u>(3)</u> | 03/09/2017 | Class A Common Stock | 864,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOVETT MICHAEL J
C/O CHARTER COMMUNICATIONS, INC.
12405 POWERSCOURT DRIVE
ST. LOUIS, MO 63131

EVP and COO

Signatures

Michael J.
Lovett 03/13/2007

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) Grant of 414,720 shares of Performance Stock which will vest at the end of the Vesting Period on March 10, 2009. One share of performance stock is equal to one share of Class A Common Stock.
- (2) Grant of Performance Stock - Price Not Applicable.
- (3) Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.
- (4) Stock Option Grant - Price Not Applicable.
- (5) Grant of Restricted Stock - Price Not Applicable.
- (6) Grant of 300,000 shares of Restricted Stock vesting annually in three equal installments on March 9, 2008, 2009 and 2010.

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.