

CHARTER COMMUNICATIONS INC /MO/

Form 4

June 01, 2007

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Smit Neil

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)  
05/31/2007

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO and President

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)  
☒ 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)
Class A Common Stock	05/31/2007		M	137,950 (1)	A \$ 1.176 4,176,754	D	
Class A Common Stock	05/31/2007		S	12,450	D \$ 4.05 4,164,304	D	
Class A Common Stock	05/31/2007		S	500	D \$ 4.055 4,163,804	D	

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Class A Common Stock	05/31/2007	S	50,200	D	\$ 4.06	4,113,604	D
Class A Common Stock	05/31/2007	S	4,800	D	\$ 4.065	4,108,804	D
Class A Common Stock	05/31/2007	S	6,400	D	\$ 4.08	4,102,404	D
Class A Common Stock	05/31/2007	S	63,100	D	\$ 4.09	4,039,304	D
Class A Common Stock	05/31/2007	S	500	D	\$ 4.095	4,038,804	D
Class A Common Stock	05/31/2007	M	62,050 (2)	A	\$ 1	4,100,854	D
Class A Common Stock	05/31/2007	S	62,050	D	\$ 4.05	4,038,804	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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Date	Title Amount of Number of Shares
Stock Options	\$ 1.176	05/31/2007		M	137,950 (1)	08/22/2006 08/22/2015	Class A Common Stock 137,950
Stock Options	\$ 1	05/31/2007		M	62,050 (2)	03/10/2007 03/10/2016	Class A Common Stock 62,050

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smit Neil C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	X		CEO and President	

## Signatures

/s/ Neil Smit 06/01/2007

          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).

Exercise of vested shares in the amount of 137,950 granted on 8/22/2005 under the Charter Communications, Inc. 2001 Stock Incentive

- (1) Plan, 33 1/3% of the aggregate grant vest at the end of each of the first three years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

Exercise of vested shares in the amount of 62,050 granted on 3/10/2006 under the Charter Communications, Inc. 2001 Stock Incentive

- (2) Plan, 25% of the aggregate grant 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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