

Howard Kevin D  
Form 4  
December 01, 2009

**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 \*  
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)

11/30/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP/Chief Accounting Officer

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	(A) or (D)	Price
Class A Common Stock	11/30/2009		J <sup>(1)</sup>		6,986	D	\$ 0 (1) 0

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  
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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 or Number of Shares
Stock Option	\$ 9.13	11/30/2009		J	40,000 (1)	04/22/2003	04/22/2012	Class A Common Stock	40,000
Stock Option	\$ 5.17	11/30/2009		J	15,000 (1)	01/27/2005	01/27/2014	Class A Common Stock	15,000
Stock Option	\$ 1.525	11/30/2009		J	8,100 (1)	03/25/2006	03/25/2015	Class A Common Stock	8,100
Stock Option	\$ 1	11/30/2009		J	4,559 (1)	03/10/2007	03/10/2016	Class A Common Stock	4,559
Stock Option	\$ 3.065	11/30/2009		J	10,500 (1)	12/29/2007	12/29/2016	Class A Common Stock	10,500
Stock Option	\$ 2.835	11/30/2009		J	11,583 (1)	03/09/2008	03/09/2017	Class A Common Stock	11,583
Stock Option	\$ 2.66	11/30/2009		J	5,000 (1)	10/23/2008	10/23/2017	Class A Common Stock	5,000

## 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	VP/Chief Accounting 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.  
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