

CHARTER COMMUNICATIONS INC /MO/

Form 4

November 02, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
ALLEN PAUL G2. 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)
505 FIFTH AVE SOUTH, SUITE
9003. Date of Earliest Transaction
(Month/Day/Year)
10/31/2005☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
Chairman)(Street)
SEATTLE, WA 981044. 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

(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.

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information contained in this form are not
required to respond unless the form
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Subordinated Accreting Note	\$ 2	10/31/2005	J ⁽¹⁾⁽²⁾		\$ 48,200,000 (1) (2)		10/31/2005	10/31/2020	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN PAUL G 505 FIFTH AVE SOUTH SUITE 900 SEATTLE, WA 98104	X	X	Chairman	

Signatures

Greg Landis, by Power of Attorney
11/01/2005

__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).

The Subordinated Accreting Note (the "Note") was acquired by a corporation that is controlled by the Reporting Person in exchange for securities of a subsidiary of the Issuer, in settlement of a dispute between the Reporting Person, corporations controlled by the Reporting

- (1) Person (including the corporation that acquired the Note), the Issuer and certain subsidiaries of the Issuer. The Note bears interest at the rate of 14% per year, which will be added to the initial accreted value of the Note through February 28, 2009 and will be added to the accreted value of the Note to the extent not paid in cash.

At any time, the holder of the Note may exchange the then-accreted value of the Note for membership units of Charter Communications Holding Company, LLC, which units may be further converted into Class B Common Stock of the Issuer pursuant to an agreement between the Reporting Person, the Issuer and certain other entities and such shares of Class B Common Stock may be converted into

- (2) shares of Class A Common Stock of the Issuer at any time. The Note is also exchangeable at the option of Charter Communications Holding Company, LLC for membership units after February 28, 2009 customary under certain circumstances and is redeemable for cash by the issuer of the Note under certain circumstances. The Note's exchange price is subject to adjustment upon the occurrence of specified dilutive events.

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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