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CHARTER COMMUNICATIONS INC /MO/

Form 3 May 05, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Title of Derivative Security

(Instr. 4)

| 1. Name and A Person * Ramsey | | eporting | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS INC /MO/ [CHTR | | | | | |
|---|-----------------------|-------------------|--|---|--|--------------------------|--|--|--|
| (Last) | (First) | (Middle) | 04/26/2005 | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Origin Filed(Month/Day/Year) | | |
| C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE (Street) ST. LOUIS, MO 63131 | | | | (Check all applicable) Director 10% Officer Other (give title below) (specify below) Senior Vice President - 1 | | Owner er low) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - N | Non-Derivat | ive Securit | ies Be | neficially Owned | | |
| 1.Title of Secu (Instr. 4) | ırity | | 2. Amount o Beneficially (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nat Owne (Instr | • | | |
| Class A Common Stock | | | 2,950 | | D | Â | | | |
| Reminder: Rep | • | | ach class of securities benefic | ially S | EC 1473 (7-0 | 2) | | | |
| j | Pers infor requ | ons who responded | pond to the collection of ained in this form are not and unless the form displ MB control number. | t | | | | | |

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

2. Date Exercisable and

Expiration Date

(Month/Day/Year)

3. Title and Amount of

Securities Underlying

Derivative Security

Conversion

or Exercise

Ownership

Form of

1

6. Nature of Indirect

Beneficial

Ownership

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| | | | (Instr. 4) | | Price of | Derivative | (Instr. 5) |
|--|---------------------|--------------------|----------------------------|----------------------------------|------------------------|---|------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
| Non-Qualified Employee Stock Option | (1) | 07/23/2012 | Class A Common Stock | 10,000 | \$ 2.85 | D | Â |
| Non-Qualified Employee Stock Option | (1) | 10/29/2012 | Class A Common Stock | 25,000 | \$ 1.11 | D | Â |
| Non-Qualified Employee Stock Option | (1) | 01/27/2014 | Class A Common Stock | 28,000 | \$ 5.17 | D | Â |
| Non-Qualified Employee Stock Option | (1) | 07/27/2014 | Class A Common Stock | 81,000 | \$ 3.16 | D | Â |
| Non-Qualified Employee Stock Option | (1) | 03/25/2015 | Class A Common Stock | 83,700 | \$ 1.53 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|----------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Ramsey Lynne F C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS Â MOÂ 63131 | Â | Â | Senior Vice President - HR | Â | | |

Signatures

Lynne F.
Ramsey

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 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.

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.

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