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CHARTER COMMUNICATIONS INC /MO/

Form 424B3

November 27, 2001

Filing Pursuant to Rule 424(b) (3)  
Registration Statement No. 333-54394

PROSPECTUS SUPPLEMENT NO. 13 DATED NOVEMBER 27, 2001  
TO PROSPECTUS DATED FEBRUARY 6, 2001,  
AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT NOS. 1 THROUGH 12

CHARTER COMMUNICATIONS, INC.

\$750,000,000 of 5.75% Convertible Senior Notes due 2005 and 34,786,650  
Shares of Class A Common Stock Issuable Upon Conversion of the  
5.75% Convertible Senior Notes due 2005

and

31,664,667 Issued or Issuable Shares of Class A Common Stock

This prospectus supplement relates to (1) \$750,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 of Charter Communications, Inc., and 34,786,650 shares of Class A common stock of Charter Communications, Inc., which are initially issuable upon conversion of the notes, plus an indeterminate number of shares as may become issuable upon conversion as a result of adjustments to the conversion rate; and (2) 31,664,667 shares of Class A common stock of Charter Communications, Inc. issued or issuable to certain entities in connection with Charter Communications, Inc.'s purchase of certain cable systems in 2000 plus an indeterminate number of shares as may become issuable upon certain events. This prospectus supplement should be read in conjunction with the prospectus dated February 6, 2001, Prospectus Supplement No. 1 dated February 16, 2001, Prospectus Supplement No. 2 dated February 20, 2001, Prospectus Supplement No. 3 dated March 15, 2001, Prospectus Supplement No. 4 dated April 3, 2001, Prospectus Supplement No. 5 dated April 30, 2001, Prospectus Supplement No. 6 dated May 3, 2001, Prospectus Supplement No. 7 dated May 18, 2001, Prospectus Supplement No. 8 dated June 5, 2001, Prospectus Supplement No. 9 dated July 6, 2001, Prospectus Supplement No. 10 dated July 16, 2001, Prospectus Supplement No. 11 dated October 1, 2001, and Prospectus Supplement No. 12 dated October 4, 2001, which are to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in Prospectus Supplement No. 12:

SELLING SECURITYHOLDER -----	CONVERTIBLE SENIOR NOTES -----	
	AMOUNT OF NOTES OWNED BEFORE OFFERING -----	PRINCIPAL AMOUNT OF NOTES THAT MAY BE SOLD -----
AAM/Zazove Institutional Income Funds, LP (GS)	\$ 1,300,000	\$ 1,300,000
AFTRA Health Fund	1,000,000	1,000,000

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AIG/National Union Fire Insurance Ltd.	800,000	800,000
AIG Soundshore Opportunity Holding Fund, Ltd.	3,500,000	3,500,000
AIG Soundshore Strategic Holding Fund, Ltd.	4,000,000	4,000,000
AIM Strategic Income Fund	1,500,000	1,500,000
Alexandra Global Investment Fund I Ltd.	3,000,000	3,000,000
Allstate Insurance Company	1,500,000	1,500,000
Allstate Life Insurance Company	375,000	375,000
Aloha Airlines Non-Pilots Pension Trust	245,000	245,000
Aloha Pilots Retirement Trust	140,000	140,000
Alpha US Sub Fund VIII, LLC	1,250,000	1,250,000
Alpine Associates	5,600,000	5,600,000
Alpine Partners, L.P.	900,000	900,000
Argent Classic Convertible Arbitrage Fund Ltd.	4,000,000	4,000,000
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.	11,000,000	11,000,000
Argent Convertible Arbitrage Fund L.P.	10,000,000	10,000,000
Aristeia International, Limited	5,160,000	5,160,000
Aristeia Trading, L.P.	3,340,000	3,340,000
Arkansas PERS	800,000	800,000
Arkansas Teachers Retirement	6,376,000	6,376,000
Associated Electric & Gas Insurance Services Limited	800,000	800,000
Bank Austria Cayman Islands, Ltd.	9,125,000	9,125,000
Baptist Health of South Florida	407,000	407,000
BBT Fund, L.P.	16,000,000	16,000,000
Bear, Stearns & Co. Inc. (1)	5,000,000	5,000,000
Black Diamond Offshore, Ltd.	281,000	281,000
BNP Paribas Equity Strategies	13,845,000	13,845,000
BNP Cooper Neff Convertible Strategies Fund, L.P.	1,155,000	1,155,000
Boilermakers Blacksmith Pension Trust	1,075,000	1,075,000
Boston Museum of Fine Arts	170,000	170,000
Boulder II Limited	6,762,000	6,762,000

Selling Securityholder	Convertible Senior Notes		Shareholder's Offer
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	
BP Amoco PLC Master Trust .....	2,162,000	2,162,000	0
BT Equity Opportunities .....	4,000,000	4,000,000	0
BT Equity Strategies .....	1,500,000	1,500,000	0
C&H Sugar Company, Inc .....	385,000	385,000	0
Canyon Capital Arbitrage Master Fund, Ltd. ....	5,400,000	5,400,000	0
Canyon Capital Realization (Cayman), Ltd. ....	22,925,000	22,925,000	0
Capital Guardian Global Convertible Fund #011 .....	290,000	290,000	0
Chrysler Corporation Master Retirement Trust .....	3,300,000	3,300,000	0
CIBC World Markets .....	3,595,000	3,595,000	0
CIBC World Markets (International) Arbitrage Corp. ...	4,000,000	4,000,000	0
Citi JL, Ltd. ....	117,000	117,000	0
Clinton Riverside Convertible Portfolio Limited .....	7,000,000	7,000,000	0
Common Fund Event Driven Company 6 .....	107,000	107,000	0
Conseco Fund Group -- Convertible Securities Fund ....	1,000,000	1,000,000	0

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DeAM Convertible Arbitrage Fund, Ltd .....	2,200,000	2,200,000	0
Deephaven Domestic Convertible Trading Ltd. ....	16,250,000	16,250,000	0
Delaware PERS. ....	1,550,000	1,550,000	0
Delta Airlines Master Trust (c/o Oaktree Capital Management, LLC) .....	1,440,000	1,440,000	0
Delta Pilots D&S Trust .....	440,000	440,000	0
D.E. Shaw Valence, L.P. ....	1,600,000	1,600,000	0
D.E. Shaw Investments, L.P. ....	400,000	400,000	0
Deutsche Bank Securities Inc. ....	24,300,000	24,300,000	0
Double Black Diamond Offshore, LDC .....	1,168,000	1,168,000	0
Duckbill & Co .....	2,500,000	2,500,000	0
Engineers Joint Pension Fund .....	700,000	700,000	0
Enterprise Convertible Security Fund .....	101,000	101,000	0
Evergreen Equity Income Fund .....	7,000,000	7,000,000	0
F.R. Convr Sec Fn .....	85,000	85,000	0
Family Service Life Insurance Company .....	300,000	300,000	0
Federated American Leaders Fund Inc. ....	18,500,000	18,500,000	0
Federated Equity Funds, on behalf of its Federated Capital Appreciation Fund .....	7,600,000	7,600,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May be Sold	Shares Owned Before Offering	Shares That May be Sold
Federated Equity Income Fund, Inc. ....	42,000,000	42,000,000	0	1,948,052
Federated Insurance Series, on behalf of its Federated American Leaders Fund II.....	2,400,000	2,400,000	0	111,317
Federated Insurance Series, on behalf of its Federated Equity Income Fund II.....	1,600,000	1,600,000	0	74,212
Fidelity Financial Trust Fidelity Convertible Securities Fund.....	13,250,000	13,250,000	0	614,564
Forms Series Fund, Inc on behalf of its American Leaders Series.....	50,000	50,000	0	2,319
Gaia Offshore Master Fund Ltd. ..	7,000,000	7,000,000	0	324,675
Gary Anderson Marital Living Trust.....	200,000	200,000	0	9,276
General Motors Employees Global Group Pension Trust.....	3,500,000	3,500,000	0	162,338
General Motors Welfare Benefit Trust (LT -- VEBA).....	2,500,000	2,500,000	0	115,956
Goldman, Sachs & Co.(1).....	63,437,000	63,437,000	0	2,942,347
Grace Brothers, Ltd. ....	2,500,000	2,500,000	0	115,956
Guardian Life Insurance Company of America.....	10,200,000	10,200,000	0	473,098
Guardian Pension Trust.....	400,000	400,000	0	18,553
Hawaiian Airline Pilots Retirement Plan.....	220,000	220,000	0	10,204

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Hawaiian Airlines Employees Pension Plan -- IAM.....	115,000	115,000	0	5,334
Hawaiian Airlines Pension Plan for Salaried Employees.....	25,000	25,000	0	1,160
HBK Master Fund L.P. ....	46,000,000	46,000,000	0	2,133,581
HFR Master Fund, Ltd. ....	200,000	200,000	0	9,276
Highbridge International LLC.....	25,900,000	25,900,000	0	1,201,299
Hotel Union and Hotel Industry of Hawaii.....	490,000	490,000	0	22,727
ICI American Holdings Trust.....	825,000	825,000	0	38,265
Island Holdings.....	50,000	50,000	0	2,319
ITG Inc. ....	204,000	204,000	0	9,462
James Campbell Corporation.....	270,000	270,000	0	12,523
Jefferies & Company Inc. ....	10,000	10,000	0	464
JMG Capital Partners, LP.....	10,500,000	10,500,000	0	487,013
Julius Baer Securities, Inc. ....	450,000	450,000	0	20,872
KBC Financial Products USA.....	2,000,000	2,000,000	0	92,764
Lancer Securities Cayman Ltd. ...	800,000	800,000	0	37,106
Leonardo, L.P. ....	11,950,000	11,950,000	0	554,267
Levco Alternative Fund, Ltd. ....	3,173,000	3,173,000	0	147,171
Lipper Convertibles, L.P. ....	12,000,000	12,000,000	0	556,586
Lumberman's Mutual Casualty.....	722,000	722,000	0	33,488
Lydian Overseas Partners Master Fund.....	35,000,000	35,000,000	0	1,623,377
Lyxor Master Fund.....	17,000	17,000	0	788

Selling Securityholder -----	Convertible Senior Notes -----	
	Amount of Notes Owned Before Offering -----	Principal Amount of Notes That May Be Sold -----
Mainstay Convertible Fund.....	7,500,000	7,500,000
Mainstay VP Convertible Portfolio.....	1,000,000	1,000,000
McMahan Securities Co. L.P. ....	174,000	174,000
Merrill Lynch, Pierce Fenner & Smith, Inc.(1).....	450,000	450,000
Morgan Stanley & Co.(1).....	350,000	350,000
Morgan Stanley Dean Witter Convertible Securities Trust(1).....	3,000,000	3,000,000
Motion Picture Industry Health Plan - Active Member Fund.....	390,000	390,000
Motion Picture Industry Health Plan - Retiree Member Fund.....	90,000	90,000
Museum of Fine Arts, Boston.....	46,000	46,000
Nalco Chemical Company.....	260,000	260,000
Nationwide Separate Account Trust, on behalf of its Nationwide Equity Income Fund.....	800,000	800,000
Navigator Offshore Fund Ltd. ....	2,483,000	2,483,000
Navigator Partners LP.....	690,000	690,000
Navigator Special Partners L.P. ....	213,000	213,000
Nicholas Applegate Convertible Fund.....	2,291,000	2,291,000
Nomura International PLC London.....	9,000,000	9,000,000
Northern Income Equity Fund.....	1,000,000	1,000,000
OCM Convertible Trust.....	2,270,000	2,270,000
Ohio National Fund, Inc., on behalf of its		

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Blue Chip Portfolio.....	50,000	50,000
Ohio National Fund, Inc., on behalf of its		
Equity Income Portfolio.....	130,000	130,000
Onex Industrial Partners Limited.....	3,350,000	3,350,000
Oppenheimer Convertible Securities Fund.....	6,000,000	6,000,000
OZ Master Fund, Ltd. ....	6,000,000	6,000,000
Pacific Life Insurance Company.....	1,000,000	1,000,000
Palladin Securities LLC.....	500,000	500,000
Park Avenue Life Insurance Company.....	100,000	100,000
Parker-Hannifin Corporation.....	79,000	79,000
Partner Reinsurance Company Ltd. ....	765,000	765,000
Pebble Capital, Inc. ....	1,350,000	1,350,000
Pell Rudman Trust Company.....	1,550,000	1,550,000
Peoples Benefit Life Insurance Company TEAMSTERS separate account.....	3,750,000	3,750,000
PGEPIII LLC.....	500,000	500,000
PHEP IV, Inc. ....	116,000	116,000
Physicians Life.....	549,000	549,000
PRIM Board.....	3,115,000	3,115,000
Primerica Life Insurance Company.....	1,503,000	1,503,000

Selling Securityholder	Convertible Senior Notes		Shares of Cla Common Sto	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Sh Ma
Principal Investors Fund, Inc on behalf of its Partners Large Cap Blend Fund ...	40,000	40,000	0	
Purchase Associates, L.P. ....	1,103,000	1,103,000	0	
Putnam Asset Allocation Funds -- Balanced Portfolio .....	447,000	447,000	0	
Putnam Asset Allocation Funds -- Conservative Portfolio .....	508,000	508,000	0	
Putnam Convertible Income -- Growth Trust .....	4,500,000	4,500,000	0	
Putnam Convertible Opportunities and Income Trust .....	114,000	114,000	0	
Quarro Fund Ltd. ....	3,000,000	3,000,000	0	
Queens Health Plan .....	85,000	85,000	0	
R(2) Investments, LDC .....	42,000,000	42,000,000	0	
Ramius Capital Group .....	1,500,000	1,500,000	0	
RCG Latitude Master Fund .....	750,000	750,000	0	
RCG Multi Strategy LP .....	300,000	300,000	0	
Retail Clerks Pension Trust .....	3,000,000	3,000,000	0	
Retail Clerks Pension Trust #2 .....	2,000,000	2,000,000	0	
Sage Capital .....	3,850,000	3,850,000	0	
Salomon Smith Barney Inc. ....	1,030,000	1,030,000	0	
San Diego City Retirement .....	1,371,000	1,371,000	0	
San Diego County Convertible .....	2,960,000	2,960,000	0	
San Diego County Employees Retirement Association .....	1,900,000	1,900,000	0	
Screen Actors Guild Pension Convertible .....	745,000	745,000	0	
Silvercreek Limited Partnership .....	3,038,000	3,038,000	0	
St. Albans Partners Ltd. ....	5,000,000	5,000,000	0	

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Starvest Combined Portfolio .....	1,000,000	1,000,000	0
State Employees' Retirement Fund of the State of Delaware .....	1,720,000	1,720,000	0
State of Connecticut Combined Investment Funds .....	3,805,000	3,805,000	0
State of Oregon -- Equity .....	5,025,000	5,025,000	0
State of Oregon/SAIF Corporation .....	9,785,000	9,785,000	0
SunAmerica Series Trust, on behalf of its Federated Value Portfolio .....	1,000,000	1,000,000	0
TCI Bresnan LLC. ....	0	N/A	0
TCID of Michigan, Inc. ....	0	N/A	0
TCW Group, Inc. ....	12,075,000	12,075,000	0
The Class IC Company, Ltd.....	3,000,000	3,000,000	0
The Estate of James Campbell .....	356,000	356,000	0
The Travelers Indemnity Company .....	4,956,000	4,956,000	0
The Travelers Insurance Company -- Life .....	2,548,000	2,548,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares T May Be S
The Travelers Insurance Company Separate Account TLAC.....	289,000	289,000	0	13,40
The Travelers Life and Annuity Company.....	304,000	304,000	0	14,10
TQA Master Plus Fund, Ltd. ....	1,000,000	1,000,000	0	46,38
TQA Masterfund, Ltd. ....	3,650,000	3,650,000	0	169,29
Travelers Series Trust Convertible Bond Portfolio.....	400,000	400,000	0	18,55
Tribeca Investments LLC.....	27,500,000	27,500,000	0	1,275,51
UBS AG London Branch.....	14,000,000	14,000,000	0	649,35
UBS O'Connor LLC (f/b/o UBS Global Equity Arbitrage Master, Ltd.).....	10,000,000	10,000,000	0	463,82
UBS Warburg LLC.....	3,500,000	3,500,000	0	162,33
University of Rochester.....	43,000	43,000	0	1,99
Value Line Convertible Fund, Inc. ....	500,000	500,000	0	23,19
Value Realization Fund, LP.....	11,675,000	11,675,000	0	541,51
Van Kampen Harbor Fund.....	3,000,000	3,000,000	0	139,14
Vanguard Convertible Securities Fund, Inc. ....	5,420,000	5,420,000	0	25,13
Viacom Inc. Pension Plan Master Trust	68,000	68,000	0	3,15
Wake Forest University.....	1,296,000	1,296,000	0	60,11
Wasserstein Perella Securities Inc. ..	1,000,000	1,000,000	0	46,38
White River Securities L.L.C. ....	5,000,000	5,000,000	0	231,91
Worldwide Transactions, Ltd. ....	51,000	51,000	0	2,36
Writers Guild Convertible.....	435,000	435,000	0	20,17
Wyoming State Treasurer.....	1,496,000	1,496,000	0	69,38
Yield Strategies Fund LLP.....	1,000,00	1,000,000	0	46,38
ZCM/HFR Index Management, L.L.C. (f/k/a Zurich HFR Master Hedge Fund Index Ltd.).....	100,000	100,000	0	4,63
Zeneca AG Products, Inc. ....	150,000	150,000	0	6,95
Zeneca Holdings Trust.....	375,000	375,000	0	17,39
Zeneca HFR Master Hedge Fund Index				

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LTD.....	3,200,000	3,200,000	0	148,42
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- (1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.
- (2) Represents the number of shares of Class A common stock for which the selling securityholders may exchange their Class A Preferred Units in CC VIII, LLC and an indeterminate number of shares issuable upon such exchange, as such number may be adjusted under certain circumstances.

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SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS TO READ ABOUT IMPORTANT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE CONVERTIBLE SENIOR NOTES OR SHARES OF OUR CLASS A COMMON STOCK.

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These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 27, 2001.