

CHARTER COMMUNICATIONS INC /MO/  
Form 424B3  
December 14, 2005

As filed pursuant to Rule 424(b)(3)  
Registration Statement File No. 333-121561

PROSPECTUS SUPPLEMENT NO. 7  
DATED DECEMBER 14, 2005

Charter Communications, Inc.

This document supplements the Prospectus, dated July 19, 2005, Prospectus Supplement No. 1, dated August 9, 2005, Prospectus Supplement No. 2, dated August 30, 2005, Prospectus Supplement No. 3, dated September 15, 2005, Prospectus Supplement No. 4, dated September 23, 2005, Prospectus Supplement No. 5, dated October 18, 2005 and Prospectus Supplement No. 6, dated November 10, 2005 (collectively, the "Prospectus"), relating to the resale by certain holders of up to \$862,500,000 aggregate principal amount of Charter Communications, Inc.'s 5.875% convertible senior notes due 2009 (the "Notes") and shares of common stock issuable upon conversion thereof.

This Prospectus Supplement relates to the resale by the holders of the Notes.

The Prospectus is hereby amended by the information contained in the attached Current Reports on Form 8-K filed on November 14, 2005, November 28, 2005 and December 13, 2005. In addition, the information appearing in the Selling Securityholder table included in this Prospectus Supplement, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in the Prospectus.

If the information in this Prospectus Supplement is inconsistent with any information contained in the Prospectus or in the reports, proxy statements or other documents previously filed with the Securities and Exchange Commission (collectively, the "SEC Reports") incorporated by reference in the Prospectus or delivered in connection therewith, the Prospectus and/or any SEC Report, as applicable, shall be deemed superseded by this Supplement.

In all other ways, the Prospectus shall remain unchanged.

This Prospectus Supplement should be read in conjunction with, and may not be delivered or utilized without, the Prospectus.

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 14, 2005**

**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

|                                     |  |
|-------------------------------------|--|
| <b>000-27927</b>                    | <b>43-1857213</b>                                      |
| <i>(Commission File<br/>Number)</i> | <i>(I.R.S. Employer<br/>Identification<br/>Number)</i> |

**12405 Powerscourt Drive**  
**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

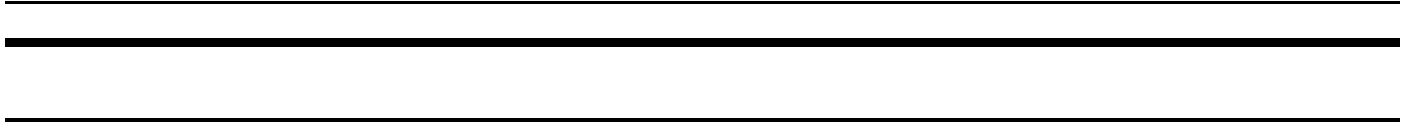
*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



### **ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On November 14, 2005, Charter Communications, Inc. ("Charter"), executed an employment agreement with Grier C. Raclin, effective as of October 10, 2005. The agreement provides that Mr. Raclin shall be employed in an executive capacity as Executive Vice President and General Counsel with management responsibility for Charter's legal affairs, governmental affairs, compliance and regulatory functions and to perform such other legal, executive, managerial and administrative duties as are assigned or delegated by the Chief Executive Officer or the equivalent position, at a salary of \$425,000, to be reviewed on an annual basis. The agreement also provides for a one time signing bonus of \$200,000, the grant of 50,000 restricted shares, an option to purchase 100,000 shares of Charter common stock under the Incentive Stock Plan, an option to purchase 145,800 shares of Charter common stock under the Long Term Incentive portion of the Incentive Stock Plan, and 62,775 performance shares under the Incentive Stock Plan. He shall be eligible to participate in the incentive bonus plan, the 2005 Executive Cash Award Plan, and to receive such other employee benefits as are available to other senior executives. The term of this agreement is two years from the effective date of the agreement. In the event that Mr. Raclin is terminated by Charter without "cause" or by Mr. Raclin for "good reason," as those terms are defined in the employment agreement, Raclin will receive (a), if such termination occurs before the first scheduled payout of the executive cash award plan (unless that failure is due to his failure to execute the required related agreement), or at any time within one year after a change of control as defined in the agreement, two (2) time his salary or (b) if such termination occurs at any other time, his salary for the remainder of the term of the agreement or twelve months' salary, whichever is greater; a pro rata bonus for the year of termination; a lump sum payment equal to payments due under COBRA for the greater of twelve months or the number of full months remaining in the term of the agreement; and the vesting of options and restricted stock for as long as severance payments are made. The employment agreement contains a one-year non-compete provision (or until the end of the term of the agreement, if longer) in a Competitive Business, as such term is defined in the agreements, and two-year non-solicitation clauses. Mr. Raclin is entitled to relocation assistance pursuant to Charter's executive homeowner relocation plan and the costs for temporary housing until he consummates the purchase of a home in the St. Louis area or August 16, 2006, whichever occurs first.

The full text of Mr. Raclin's employment agreement was previously filed as Exhibit 99.1 to Charter's Current Report on Form 8-K filed on November 14, 2005.

### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is filed pursuant to Item 1.01:

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Employment Agreement of Grier C. Raclin (Exhibit 99.1 is not included in this Prospectus Supplement). |

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 21, 2005**

**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

|                                     |  |
|-------------------------------------|--|
| <b>000-27927</b>                    | <b>43-1857213</b>                                      |
| <i>(Commission File<br/>Number)</i> | <i>(I.R.S. Employer<br/>Identification<br/>Number)</i> |

**12405 Powerscourt Drive  
St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

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*(Registrant's telephone number, including area code)*

**Not Applicable**

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

Effective November 21, 2005, Charter Communications, Inc. ("Charter") entered into an underwriting agreement with Citigroup Global Markets Inc. pursuant to which Charter agreed to issue to the underwriter 67,741,300 shares of Class A common stock in a registered public offering. The issuance and sale of the shares under the underwriting agreement was consummated on November 28, 2005.

The shares issued under the underwriting agreement were issued pursuant to a share lending agreement, pursuant to which Charter had previously agreed to loan to the underwriter, acting as agent for Citigroup Global Markets Limited, up to 150 million shares of Class A common stock. Accordingly, under the underwriting agreement, Charter did not receive any of the proceeds from the sale of this Class A common stock. However, under the underwriting agreement, Charter received a loan fee of \$.001 for each share that it issued to the underwriter.

The underwriting agreement was previously filed as Exhibit 99.1 to Charter's Current Report on Form 8-K filed on November 28, 2005.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**Exhibit**

**Number Description**

99.1 Underwriting Agreement dated November 21, 2005 (Exhibit 99.1 is not included in this Prospectus Supplement).

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 9, 2005**

**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

|                                     |  |
|-------------------------------------|--|
| <b>000-27927</b>                    | <b>43-1857213</b>                                      |
| <i>(Commission File<br/>Number)</i> | <i>(I.R.S. Employer<br/>Identification<br/>Number)</i> |

**12405 Powerscourt Drive  
St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

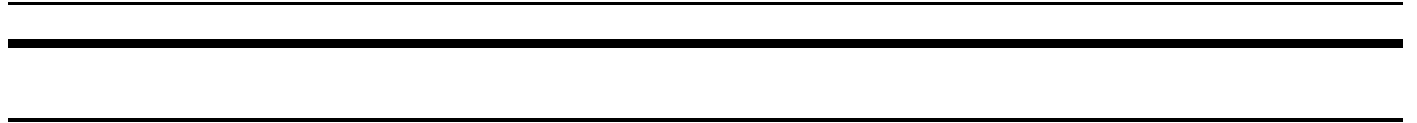


o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))



**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On December 9, 2005, Charter Communications, Inc. ("Charter") executed an employment agreement with Robert A. Quigley. The agreement provides that Mr. Quigley shall be employed in an executive capacity to perform such executive, managerial and administrative duties as are assigned or delegated by the President and Chief Executive Officer or the designee thereof, at a salary of \$450,000. He shall be eligible to participate in the incentive bonus plan, stock option plan and to receive such other employee benefits as are available to other senior executives. The term of this agreement is two years from the effective date of the agreement. In the event that Mr. Quigley is terminated by Charter without "cause" or by Mr. Quigley for "good reason," as those terms are defined in the employment agreement, Mr. Quigley will receive his salary for the remainder of the term of the agreement or twelve months' salary, whichever is greater; a pro rata bonus for the year of termination; a lump sum payment equal to payments due under COBRA for the greater of twelve months or the number of full months remaining in the term of the agreement; and the vesting of options and restricted stock for as long as severance payments are made. The employment agreement contains a one-year non-compete provision (or until the end of the term of the agreement, if longer) in a Competitive Business, as such term is defined in the agreements, and two-year non-solicitation clauses.

The full text of Mr. Quigley's employment agreement was previously filed as Exhibit 99.1 to Charter's Current Report on Form 8-K filed on December 13, 2005.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**Exhibit**

**Number Description**

|      |   |
|------|---|
| 99.1 | Employment Agreement of Robert A. Quigley (Exhibit 99.1 is not included in 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 the Prospectus:

| Selling Securityholder                                      | Convertible Senior Notes                    |   | Shares of Class A<br>Common Stock                                      |                            |
|---|---|---|--|----------------------------|
|   | Amount of<br>Notes Owned<br>Before Offering | Principal<br>Amount of<br>Notes That<br>May Be Sold | Shares of<br>Class A<br>Common<br>Stock<br>Owned<br>Before<br>Offering | Shares That<br>May Be Sold |
| ADAR Investment Fund LTD                                    | \$ 22,145,000                               | \$ 22,145,000                                       | 9,150,825  | 9,150,825                  |
| AG Offshore Convertibles, Ltd.                              | \$ 30,500,000                               | \$ 30,500,000                                       | 12,603,304   | 12,603,304                 |
| AHFP Context  | \$ 300,000                                  | \$ 300,000  | 123,966  | 123,966                    |
| Akanthos Arbitrage Master Fund,<br>LP                       | \$ 16,000,000                               | \$ 16,000,000                                       | 6,611,569  | 6,611,569                  |
| Argent Classic Convertible<br>Arbitrage Fund L.P.           | \$ 2,590,000                                | \$ 2,590,000  | 1,070,247  | 1,070,247                  |
| Argent Classic Convertible<br>Arbitrage Fund II, L.P.       | \$ 350,000                                  | \$ 350,000  | 144,625  | 144,628                    |
| Argent Classic Convertible<br>Arbitrage Fund (Bermuda) Ltd. | \$ 7,670,000                                | \$ 7,670,000  | 3,169,421  | 3,169,421                  |
| Argent Opportunities Fund LLC                               | \$ 150,000                                  | \$ 150,000  | 61,983   | 61,983                     |
| Banc of America Securities LLC (1)                          | \$ 350,000                                  | \$ 350,000  | 144,628  | 144,628                    |
| Basso Fund Ltd.   | \$ 2,392,000                                | \$ 2,392,000  | 988,429  | 988,429                    |
| Basso Holdings Ltd.   | \$ 5,290,000                                | \$ 5,290,000  | 2,185,950  | 2,185,950                  |
| Basso Multi-Strategy Holding Fund<br>Ltd.                   | \$ 11,290,000                               | \$ 11,290,000                                       | 4,665,288  | 4,665,288                  |
| BBT Fund, L.P.  | \$ 3,000,000                                | \$ 3,000,000  | 1,239,669  | 1,239,669                  |
| Bear, Stearns & Co., Inc. (1)                               | \$ 1,000,000                                | \$ 1,000,000  | 413,223  | 413,223                    |
| Canyon Balanced Equity Master<br>Fund, Ltd.                 | \$ 375,000                                  | \$ 375,000  | 154,958  | 154,958                    |
| Canyon Value Realization Fund L.P.                          | \$ 760,000                                  | \$ 760,000  | 314,049  | 314,049                    |
| Canyon Value Realization MAC 18,<br>Ltd.                    | \$ 35,000                                   | \$ 35,000   | 14,462   | 14,462                     |
| CC Convertible Arbitrage, Ltd.                              | \$ 4,950,000                                | \$ 4,950,000  | 2,045,454  | 2,045,454                  |
| Citadel Equity Fund Ltd.                                    | \$ 10,000,000                               | \$ 10,000,000                                       | 4,132,231  | 4,132,231                  |
| Citigroup Global Markets, Inc.(1)                           | \$ 23,751,000                               | \$ 23,751,000                                       | 9,814,461  | 9,814,461                  |
| Citigroup Global Markets Ltd.(1)                            | \$ 141,387,000                              | \$ 141,387,000                                      | 58,424,374   | 58,424,374                 |
| CNH CA Master Account, L.P.                                 | \$ 1,500,000                                | \$ 1,500,000  | 619,834  | 619,834                    |
| Concentrated Alpha Partners, L.P.                           | \$ 1,050,000                                | \$ 1,050,000  | 433,884  | 433,884                    |
| Context Convertible Arbitrage Fund,<br>LP                   | \$ 1,725,000                                | \$ 1,725,000  | 712,809  | 712,809                    |
| Context Convertible Arbitrage<br>Offshore, Ltd.             | \$ 5,400,000                                | \$ 5,400,000  | 2,231,404  | 2,231,404                  |
| Corporate High Yield III, Inc.                              | \$ 945,000                                  | \$ 945,000  | 390,495  | 390,495                    |

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|   |               |               |            |            |
|---|---------------|---------------|------------|------------|
| Corporate High Yield V, Inc.  | \$ 1,555,000  | \$ 1,555,000  | 642,561    | 642,561    |
| Corporate High Yield VI, Inc.   | \$ 1,625,000  | \$ 1,625,000  | 671,487    | 671,487    |
| Corporate High Yield Fund, Inc.   | \$ 875,000    | \$ 875,000    | 361,570    | 361,570    |
| Credit Suisse First Boston Europe LTD (1)   | \$ 25,000,000 | \$ 25,000,000 | 10,330,577 | 10,330,577 |
| Credit Suisse First Boston LLC (1)  | \$ 3,000,000  | \$ 3,000,000  | 1,239,669  | 1,239,669  |
| CRT Capital Group LLC (1)   | \$ 7,300,000  | \$ 7,300,000  | 3,016,528  | 3,016,528  |
| CSS, LLC  | \$ 1,500,000  | \$ 1,500,000  | 619,834    | 619,834    |
| DBAG London   | \$ 13,600,000 | \$ 13,600,000 | 5,619,834  | 5,619,834  |
| D.E. Shaw Investment Group, L.L.C.  | \$ 400,000    | \$ 400,000    | 165,289    | 165,289    |
| D.E. Shaw Valence Portfolios, L.L.C.  | \$ 3,100,000  | \$ 3,100,000  | 1,280,991  | 1,280,991  |
| Deephaven Domestic Convertible Trading Ltd.   | \$ 4,650,000  | \$ 4,650,000  | 1,921,487  | 1,921,487  |
| Delaware Delchester Fund  | \$ 1,080,000  | \$ 1,080,000  | 446,280    | 446,280    |
| Delaware Diversified Income Fund  | \$ 415,000    | \$ 415,000    | 171,487    | 171,487    |
| Delaware Dividend Income Fund   | \$ 500,000    | \$ 500,000    | 206,611    | 206,611    |
| Delaware Group Equity Funds   |               |               |            |            |
| I-Delaware Balanced Fund Series   | \$ 10,000     | \$ 10,000     | 4,132      | 4,132      |
| Delaware High-Yield Opportunities Fund  | \$ 290,000    | \$ 290,000    | 119,834    | 119,834    |
| Delaware VIP Diversified Income Series  | \$ 45,000     | \$ 45,000     | 18,595     | 18,595     |
| Delaware VIP High Yield Series  | \$ 655,000    | \$ 655,000    | 270,661    | 270,661    |
| Deutsche Bank Securities Inc. (1)   | \$ 4,584,000  | \$ 4,584,000  | 1,894,214  | 1,894,214  |
| Dividend & Income Fund  | \$ 165,000    | \$ 165,000    | 68,181     | 68,181     |
| DKR Saturn Multi-Strategy Holding Fund Ltd.   | \$ 2,000,000  | \$ 2,000,000  | 826,446    | 826,446    |
| Duma Master Fund, L.P.  | \$ 1,000,000  | \$ 1,000,000  | 413,223    | 413,223    |
| Edge Investment Master Fund, LTD  | \$ 3,500      | \$ 3,500      | 1,446      | 1,446      |
| Eton Park Fund, L.P.  | \$ 1,872,000  | \$ 1,872,000  | 773,553    | 773,553    |
| Eton Park Master Fund, Ltd.   | \$ 2,928,000  | \$ 2,928,000  | 1,209,917  | 1,209,917  |
| Fidelity Advisor Series II: Fidelity Advisor High Income Advantage Fund (2)         | \$ 22,580,000 | \$ 22,580,000 | 9,330,578  | 9,330,578  |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund (2)                  | \$ 11,300,000 | \$ 11,300,000 | 4,669,421  | 4,669,421  |
| Fidelity Financial Trust: Fidelity Strategic Dividend & Income Fund (2)             | \$ 700,000    | \$ 700,000    | 289,256    | 289,256    |
| Fidelity Management Trust Company on behalf of funds and accounts managed by it (3) | \$ 7,420,000  | \$ 7,420,000  | 3,066,115  | 3,066,115  |
| Finch Tactical Plus Class B   | \$ 200,000    | \$ 200,000    | 82,644     | 82,644     |
| Fore Convertible Master Fund, Ltd.  | \$ 1,500,000  | \$ 1,500,000  | 619,834    | 619,834    |
| Fore ERISA Fund, Ltd.   | \$ 179,000    | \$ 179,000    | 73,966     | 73,966     |
| Fore Multi Strategy Master Fund, Ltd.   | \$ 350,000    | \$ 350,000    | 144,628    | 144,628    |
| Fore Opportunity Fund, LP   | \$ 69,000     | \$ 69,000     | 28,512     | 28,512     |
|   | \$ 231,000    | \$ 231,000    | 95,454     | 95,454     |

|   |               |               |            |            |
|---|---------------|---------------|------------|------------|
| Fore Opportunity Offshore Fund,<br>Ltd  |               |               |            |            |
| Geode U.S. Convertible Arbitrage<br>Fund, aggregated account of Geode<br>Capital Master Fund Ltd. | \$ 3,000,000  | \$ 3,000,000  | 1,239,669  | 1,239,669  |
| Global Dividend & Income Fund   | \$ 40,000     | \$ 40,000     | 16,528     | 16,528     |
| Goldman Sachs & Co. (1)   | \$ 47,313,000 | \$ 47,313,000 | 19,550,824 | 19,550,824 |
| Grace Brothers, Ltd.  | \$ 1,500,000  | \$ 1,500,000  | 619,834    | 619,834    |
| Greywolf Capital Overseas Fund  | \$ 6,475,000  | \$ 6,475,000  | 2,675,619  | 2,675,619  |
| Greywolf Capital Partners II LP   | \$ 1,525,000  | \$ 1,525,000  | 630,165    | 630,165    |
| Greywolf High Yield Master Fund   | \$ 2,000,000  | \$ 2,000,000  | 826,446    | 826,446    |
| Guggenheim Portfolio Company<br>VIII (Cayman), Ltd.   | \$ 1,138,000  | \$ 1,138,000  | 470,247    | 470,247    |
| HFR RVA Combined Master Trust   | \$ 125,000    | \$ 125,000    | 51,652     | 51,652     |
| Highbridge International LLC  | \$ 36,520,000 | \$ 36,520,000 | 15,090,907 | 15,090,907 |
| Institutional Benchmarks Master<br>Fund, Ltd.   | \$ 35,000     | \$ 35,000     | 14,462     | 14,462     |
| Kamunting Street Master Fund, LTD   | \$ 22,500,000 | \$ 22,500,000 | 9,297,519  | 9,297,519  |
| KBC Financial Products USA Inc.   | \$ 4,885,000  | \$ 4,885,000  | 2,018,594  | 2,018,594  |
| KDC Convertible Arbfund L.P.  | \$ 2,000,000  | \$ 2,000,000  | 826,446    | 826,446    |
| Laurel Ridge Capital, LP  | \$ 5,000,000  | \$ 5,000,000  | 2,066,115  | 2,066,115  |
| LDG Limited   | \$ 322,000    | \$ 322,000    | 133,057    | 133,057    |
| Lincoln National Life Insurance<br>Company Separate Account 20                                    | \$ 590,000    | \$ 590,000    | 243,801    | 243,801    |
| Lyxor/ Context Fund Ltd.  | \$ 1,075,000  | \$ 1,075,000  | 444,214    | 444,214    |
| Man Mac I, Limited  | \$ 3,391,000  | \$ 3,391,000  | 1,401,239  | 1,401,239  |
| Marathon Global Convertible Master<br>Fund Ltd.   | \$ 1,500,000  | \$ 1,500,000  | 619,834    | 619,834    |
| Merced Partners Limited Partnership   | \$ 2,500,000  | \$ 2,500,000  | 1,033,057  | 1,033,057  |
| Merrill Lynch Bond High Income<br>Fund (1)  | \$ 9,000,000  | \$ 9,000,000  | 3,719,007  | 3,719,007  |
| Merrill Lynch Global Investment<br>Series: Income Strategies Fund (1)                             | \$ 5,000,000  | \$ 5,000,000  | 2,066,115  | 2,066,115  |
| MLIF US High Yield Fund, Inc. (1)   | \$ 500,000    | \$ 500,000    | 206,611    | 206,611    |
| ML Master US High Yield Fund,<br>Inc. (1)   | \$ 2,200,000  | \$ 2,200,000  | 909,090    | 909,090    |
| Mohican VCA Master Fund, Ltd.   | \$ 500,000    | \$ 500,000    | 206,611    | 206,611    |
| Morgan Stanley Convertible<br>Securities Trust  | \$ 800,000    | \$ 800,000    | 330,578    | 330,578    |
| MSS Convertible Arbitrage 1 c/o<br>TQA Investors, LLC   | \$ 31,000     | \$ 31,000     | 12,809     | 12,809     |
| National Bank of Canada   | \$ 700,000    | \$ 700,000    | 289,256    | 289,256    |
| Oppenheimer Convertible Securities<br>Fund  | \$ 1,000,000  | \$ 1,000,000  | 413,223    | 413,223    |
| Optimum Fixed Income Fund   | \$ 65,000     | \$ 65,000     | 26,859     | 26,859     |
| PIMCO Convertible Fund  | \$ 275,000    | \$ 275,000    | 113,636    | 113,636    |
| President and Fellows of Harvard<br>College   | \$ 350,000    | \$ 350,000    | 144,628    | 144,628    |
| PSEG Master Employee Benefit<br>Plan Trust  | \$ 200,000    | \$ 200,000    | 82,644     | 82,644     |
|   | \$ 8,425,000  | \$ 8,425,000  | 3,481,404  | 3,481,404  |

Putnam Convertible Income-Growth  
Trust

|  |    |            |    |            |           |           |
|--|----|------------|----|------------|-----------|-----------|
| Putnam High Income Bond Fund   | \$ | 2,075,000  | \$ | 2,075,000  | 857,437   | 857,437   |
| Quattro Fund Ltd.  | \$ | 1,250,000  | \$ | 1,250,000  | 516,528   | 516,528   |
| Raytheon Savings & Investment<br>Plan Trust  | \$ | 150,000    | \$ | 150,000    | 61,983    | 61,983    |
| Regiment Capital, Ltd.   | \$ | 650,000    | \$ | 650,000    | 268,595   | 268,595   |
| Ritchie Capital Structure Arbitrage<br>Trading, Ltd.   | \$ | 12,000,000 | \$ | 12,000,000 | 4,958,677 | 4,958,677 |
| Royal Bank of Canada (Norshield)<br>(1)  | \$ | 100,000    | \$ | 100,000    | 41,322    | 41,322    |
| Royal Bank of Ontario  | \$ | 2,000,000  | \$ | 2,000,000  | 826,446   | 826,446   |
| Salomon Brothers Asset<br>Management, Inc. (1)   | \$ | 9,350,000  | \$ | 9,350,000  | 3,863,635 | 3,863,635 |
| Saranac Capital Management L.P.<br>on behalf of Citigroup Alternative<br>Investments Diversified Arbitrage<br>Strategies Fund Ltd. | \$ | 357,000    | \$ | 357,000    | 147,520   | 147,520   |
| Saranac Capital Management L.P.<br>on behalf of Citigroup Alternative<br>Investments Enhanced Arbitrage<br>Strategies Fund         | \$ | 65,000     | \$ | 65,000     | 26,859    | 26,859    |
| Saranac Capital Management L.P.<br>on behalf of Citigroup Alternative<br>Investments QIP Multi Strategy<br>Arbitrage Portfolio     | \$ | 1,692,000  | \$ | 1,692,000  | 699,173   | 699,173   |
| Saranac Capital Management L.P.<br>on behalf of Saranac Erisa Arbitrage<br>LTD   | \$ | 698,000    | \$ | 698,000    | 288,429   | 288,429   |
| Saranac Capital Management L.P.<br>on behalf of Saranac Erisa Arbitrage<br>LP  | \$ | 48,000     | \$ | 48,000     | 19,834    | 19,834    |
| Saranac Capital Management L.P.<br>on behalf of Saranac Arbitrage LTD  | \$ | 40,000     | \$ | 40,000     | 16,528    | 16,528    |
| Satellite Asset Management, L.P.   | \$ | 12,300,000 | \$ | 12,300,000 | 5,082,644 | 5,082,644 |
| Severn River Master Fund, Ltd.   | \$ | 8,000,000  | \$ | 8,000,000  | 3,305,784 | 3,305,784 |
| Sphinx Convertible Arbitrage Fund<br>SPC   | \$ | 350,000    | \$ | 350,000    | 144,628   | 144,628   |
| Sphinx Fund c/o TQA Investors,<br>LLC  | \$ | 496,000    | \$ | 496,000    | 204,958   | 204,958   |
| Sphinx Special Situations Fund SPC   | \$ | 35,000     | \$ | 35,000     | 14,462    | 14,462    |
| SRI Fund, L.P.   | \$ | 180,000    | \$ | 180,000    | 74,380    | 74,380    |
| St. Albans Partners Ltd.   | \$ | 1,000,000  | \$ | 1,000,000  | 413,223   | 413,223   |
| Sturgeon Limited   | \$ | 71,000     | \$ | 71,000     | 29,338    | 29,338    |
| Susquehanna Capital Group  | \$ | 6,980,000  | \$ | 6,980,000  | 2,884,297 | 2,884,297 |
| SuttonBrook Capital Portfolio LP   | \$ | 12,500,000 | \$ | 12,500,000 | 5,165,288 | 5,165,288 |
| Tamarack International, Ltd.   | \$ | 2,500,000  | \$ | 2,500,000  | 1,033,057 | 1,033,057 |
| Tempo Master Fund, LP  | \$ | 2,000,000  | \$ | 2,000,000  | 826,446   | 826,446   |
| Tenor Opportunity Master Fund Ltd.   | \$ | 4,200,000  | \$ | 4,200,000  | 1,735,537 | 1,735,537 |
| The Canyon Value Realization Fund<br>(Cayman) Ltd.   | \$ | 2,260,000  | \$ | 2,260,000  | 933,884   | 933,884   |

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|   |               |               |            |            |
|---|---------------|---------------|------------|------------|
| The High-Yield Bond Portfolio   | \$ 15,000     | \$ 15,000     | 6,198      | 6,198      |
| TQA Master Fund, Ltd.   | \$ 2,836,000  | \$ 2,836,000  | 1,171,900  | 1,171,900  |
| TQA Master Plus Fund, Ltd.  | \$ 4,551,000  | \$ 4,551,000  | 1,880,578  | 1,880,578  |
| Tribeca Global Convertible Investments LTD                                  | \$ 12,000,000 | \$ 12,000,000 | 4,958,677  | 4,958,677  |
| UBS AG London Branch  | \$ 45,500,000 | \$ 45,500,000 | 18,801,651 | 18,801,651 |
| UBS AG London F/ B/ O HFS   | \$ 5,000,000  | \$ 5,000,000  | 2,066,115  | 2,066,115  |
| UBS O'Connor LLC F/B/O O'Connor Global Convertible Arbitrage Master Limited | \$ 6,000,000  | \$ 6,000,000  | 2,479,338  | 2,479,338  |
| Univest Convertible Arbitrage Fund II Ltd. (Norshield)                      | \$ 100,000    | \$ 100,000    | 41,322     | 41,322     |
| Van Kampen Harbor Fund  | \$ 1,200,000  | \$ 1,200,000  | 495,867    | 495,867    |
| Whitebox Convertible Arbitrage Partners, L.P.                               | \$ 3,000,000  | \$ 3,000,000  | 1,239,669  | 1,239,669  |
| Whitebox Hedged High Yield Partners, L.P.                                   | \$ 1,000,000  | \$ 1,000,000  | 413,223    | 413,223    |
| White River Securities LLC  | \$ 1,000,000  | \$ 1,000,000  | 413,223    | 413,223    |
| Wolverine Convertible Arbitrage Fund Limited                                | \$ 250,000    | \$ 250,000    | 103,305    | 103,305    |
| World Income Fund, Inc.   | \$ 800,000    | \$ 800,000    | 330,578    | 330,578    |
| Yield Strategies Fund I, L.P.   | \$ 500,000    | \$ 500,000    | 206,611    | 206,611    |
| Yield Strategies Fund II, L.P.  | \$ 500,000    | \$ 500,000    | 206,611    | 206,611    |
| Zurich Institutional Benchmarks Master Fund Ltd. c/o TQA Investors, LLC     | \$ 696,000    | \$ 696,000    | 287,603    | 287,603    |

(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) The entity is a registered investment fund (the "Fund") advised by Fidelity Management & Research Company ("FMR Co."), a registered investment adviser under the Investment Advisers Act of 1940, as amended. FMR Co., 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 14,961,471 shares (not including the shares into which the notes are convertible) of the Common Stock outstanding of the Company as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of FMR Co., and the Fund each has sole power to dispose of the Securities owned by the Fund.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fund, which power resides with the Fund's Board of Trustees.

The Fund is an affiliate of a broker-dealer. The Fund purchased the Securities in the ordinary course of business and, at the time of the purchase of the Securities to be resold, the Fund did not have any agreements or understandings, directly or indirectly, with any person to distribute the notes or conversion shares.

(3) Shares indicated as owned by such entity are owned directly by various private investment accounts, primarily employee benefit plans for which Fidelity Management Trust Company ("FMTC") serves as trustee or managing

agent. FMTC is a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, as amended. FMTC is the beneficial owner of 0 shares (not including the shares into which the notes are convertible) of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 0 shares and sole power to vote or to direct the voting of 0 shares of Common Stock owned by the institutional account(s) as reported above.

If, after the date of this prospectus, a securityholder notifies us pursuant to the registration rights agreement of its intent to dispose of convertible senior notes pursuant to the registration statement, we may supplement this prospectus to include that information.