

Schremp Ted W
 Form 3
 July 03, 2008

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. Name and Address of Reporting Person *
 Schremp Ted W
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 07/01/2008

3. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS INC /MO/ [CHTR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP/Chief Marketing Officer

ST. LOUIS, MO 63131
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	92,500 ⁽¹⁾	D	^
Class A Common Stock	164,610 ⁽²⁾	D	^
Class A Common Stock	72,585 ⁽³⁾	D	^
Class A Common Stock	43,551 ⁽³⁾	D	^
Class A Common Stock	72,585 ⁽⁴⁾	D	^
Class A Common Stock	30,486 ⁽⁴⁾	D	^
Class A Common Stock	92,500 ⁽⁵⁾	D	^
Class A Common Stock	38,850 ⁽⁵⁾	D	^

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	Â <u>(8)</u>	08/23/2015	Class A Common Stock	22,680 <u>(6)</u>	\$ 1.157	D	Â
Stock Options	Â <u>(8)</u>	10/18/2015	Class A Common Stock	40,095 <u>(7)</u>	\$ 1.271	D	Â
Stock Options	Â <u>(8)</u>	03/10/2016	Class A Common Stock	31,100	\$ 1	D	Â
Stock Options	Â <u>(8)</u>	03/09/2017	Class A Common Stock	31,100	\$ 2.835	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schremp Ted W C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	Â	Â	Â EVP/Chief Marketing Officer	Â

Signatures

/s/ Ted W.
Schremp

07/03/2008

**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 of Restricted Stock at 8/1/2007 with one-third of grant vesting each year on the anniversary date - Price Not Applicable.
- (2) Grant of Restricted Stock at 3/18/2008 with one-third of grant vesting each year on the anniversary date - Price Not Applicable.
- (3) Performance shares granted 3/10/2006 with a three-year vesting period.
- (4) Performance shares granted 3/9/2007 with a three-year vesting period.
- (5) Performance shares granted 8/1/2007 with a three-year vesting period.
- (6) Original Stock Option Grant of 30,240 shares with one-quarter vesting each year on the anniversary date. 7,560 shares exercised and sold 12/5/2006.
- (7) Original Stock Option Grant of 53,460 shares with one-quarter vesting each year on the anniversary date. 13,365 shares exercised and sold 12/5/2006.
- (8) Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% vest at the end of each of the first four years.

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.