

Smit Neil
 Form 4
 December 01, 2009

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

OMB APPROVAL
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Check this box 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 *
 Smit Neil

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2009

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

4. 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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 11/30/2009 | | J ⁽¹⁾ | 704,345 | D | \$ 0 <u>(1)</u> | 500,000 | D | |
| Class A Common Stock | 11/30/2009 | | J ⁽¹⁾ | 500,000 | D | \$ 0 <u>(1)</u> | 0 | I | GRAT |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option | \$ 1.176 | 11/30/2009 | | J | 2,895,383 (1) | 08/22/2006 | 08/22/2015 | Class A Common Stock | 2,895 |
| Stock Option | \$ 1 | 11/30/2009 | | J | 186,150 (1) | 03/10/2007 | 03/10/2016 | Class A Common Stock | 186, |
| Stock Option | \$ 2.835 | 11/30/2009 | | J | 248,200 (1) | 03/09/2008 | 03/09/2017 | Class A Common Stock | 248, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smit Neil C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131 | X | | CEO and President | |

Signatures

/s/ Paul J. Rutterer,
Attorney-in-Fact

12/01/2009

**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).

Pursuant to the Issuer's Amended Joint Plan of Reorganization, which was approved by the United States Bankruptcy Court for the (1) Southern District of New York, each share of Issuer common stock outstanding and any stock option unexercised prior to the Issuer's emergence from bankruptcy was cancelled effective November 30, 2009.

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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