

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-08**  
SEC Accession No. [0001225208-13-001241](#)

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### REPORTING OWNER

#### **MacKinnon Gail**

CIK: **1438670**

Type: **4** | Act: **34** | File No.: **001-33335** | Film No.: **13521222**

Mailing Address  
C/O TIME WARNER CABLE  
INC.  
60 COLUMBUS CIRCLE,  
16TH FLOOR  
NEW YORK NY 10023

### ISSUER

#### **TIME WARNER CABLE INC.**

CIK: **1377013** | IRS No.: **841496755** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4841** Cable & other pay television services

Mailing Address  
60 COLUMBUS CIRCLE,  
16TH FLOOR  
NEW YORK NY 10023

Business Address  
60 COLUMBUS CIRCLE,  
17TH FLOOR  
NEW YORK NY 10023  
212-364-8200

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>MacKinnon Gail</b>			2. Issuer Name and Ticker or Trading Symbol <b>TIME WARNER CABLE INC. [TWC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; Chief Gov. Aff. Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>					
C/O TIME WARNER CABLE INC., 60 COLUMBUS CIRCLE								
(Street) <b>NEW YORK, NY 10023</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City)	(State)	(Zip)						

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$77.04	01/08/2013		A		9,808		(1)	02/15/2022	Common Stock, par value \$.01 per share	9,808	\$ 0	29,424	D	
Restricted Stock Units	(2)	01/08/2013		A		4,570		(3)	(3)	Common Stock, par value \$.01 per share	4,570	\$ 0	18,644.667 (4)	D	

**Explanation of Responses:**

1. On February 16, 2012, the reporting person was granted an option to purchase shares of common stock, subject to the Company's satisfaction of certain predetermined performance criteria. On January 8, 2013, the Compensation Committee of the Board of Directors of the Company certified that the performance criteria had been satisfied. This option is exercisable in increments of 25% on the first four anniversaries of the date of grant, February 16, 2012.
2. Each restricted stock unit represents a contingent right to receive one share of Common Stock.
3. On February 16, 2012, the reporting person was granted restricted stock units, subject to the Company's satisfaction of certain predetermined performance criteria. On January 8, 2013, the Compensation Committee of the Board of Directors of the Company certified that the performance criteria had been satisfied. This award of restricted stock units vests in two equal installments on the third and fourth anniversaries of the date of grant, February 16, 2012. Shares of Common Stock are issued to the Reporting Person upon vesting of the restricted stock units.
4. These restricted stock units may have different vesting and distribution dates. Fractional restricted stock units are paid in cash upon vesting.

**Signatures**

Susan A. Waxenberg, Attorney in Fact

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**