

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**

SEC Accession No. **0000769993-99-000487**

([HTML Version](#) on secdatabase.com)

SUBJECT COMPANY

NTL COMMUNICATIONS CORP

CIK: **906347** | IRS No.: **521822078** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **000-22616** | Film No.: **99709772**

SIC: **4841** Cable & other pay television services

Mailing Address

*110 EAST 59TH STREET
26TH FLOOR
NEW YORK NY 10022*

Business Address

*110 E 59TH ST
26TH FLOOR
NEW YORK NY 10022
2129068440*

REPORTING OWNER

GOLDMAN SACHS GROUP INC

CIK: **886982** | IRS No.: **133501777** | Fiscal Year End: **1126**

Type: **4**

SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address

*85 BROAD ST
NEW YORK NY 10004*

Business Address

*85 BROAD ST
NEW YORK NY 10004
2129021000*

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

FORM 4

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

The Goldman Sachs Group, Inc.

(Last) (First) (Middle)

85 Broad Street

(Street)

New York, New York 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NTL Communications Corp.
 (NTLI)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

August/1999

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

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

[] Director [X] 10% Owner
 [] Officer (give title below) [] Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

[] Form filed by One Reporting Person
 [X] Form filed by More than One Reporting Person

<TABLE>
 <CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned

1. Title of Security	2. Transaction Date (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 at End of Month (Instr. 3)	6. Owner- ship Form: 7. Direct (D) or Indirect (I)	8. Nature of Indirect Beneficial Ownership

(Instr. 3)	(Year)	Code	V	(D)	(Instr. 4)	(Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock					01	01 01

</TABLE>

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).

FORM 4 (continued)

<TABLE>
<CAPTION>

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

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	
Title of Derivative Security (Instr. 3)	Derivative Security (Instr. 3)	Date (Month/Day/Year)	(Instr. 3, 4 and 5)	Code (A) (D)	Number of Derivative Securities Acquired (A) or Disposed of (D)	Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Securities (Instr. 3 and 4)	Owned at End of Month (Instr. 3 and 4)	Owner or Beneficially Owned (Instr. 3 and 4)	Nature of Direct or Indirect Ownership (Instr. 3 and 4)
7% Convertible Subordinated Notes due 2008		02				Immed. 12/15/08	Common Stock	03		-0-(03)	03 03

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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</TABLE>

Instruction 4 (b) (v) list of other Reporting Persons:

This statement is being filed by European Cable Capital Partners, L.P. ("European Partners"), European Cable Capital Partners Holding, Inc. ("European Holding"), GS Capital Partners, L.P. ("GSCP"), GS Advisors, L.P. ("GS Advisors"), Stone Street Fund 1996, L.P. ("Stone 1996"), Bridge Street Fund 1996, L.P. ("Bridge 1996"), Stone Street Empire Corp. ("Empire Corp."), Goldman Sachs Performance Partners, L.P. ("Performance Partners"), Commodities Corporation LLC ("Commodities Corp."), Goldman, Sachs & Co. ("Goldman Sachs") and The Goldman Sachs Group, Inc. ("GS Group" and, together with European Partners, European Holding, GSCP, GS Advisors, Stone 1996, Bridge 1996, Empire Corp., Performance Partners, Commodities Corp. and Goldman Sachs, the "Reporting Persons"). The principal business address of each of European Partners, European Holding, GSCP, GS Advisors, Stone 1996, Bridge 1996, Empire Corp., Goldman Sachs and GS Group is 85 Broad Street, New York, New York 10004. The principal business address of each of Performance Partners and Commodities Corp. is 701 Mount Lucas Road, Princeton, New Jersey 08540.

Explanation of Responses:

01: Goldman Sachs and GS Group may be deemed to own beneficially and indirectly in the aggregate 8,942,097 shares of Common Stock through European Partners, GSCP, Stone 1996 and Bridge 1996 (collectively, the "Limited Partnerships"). Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner or managing partner of the Limited Partnerships. European Holding is a wholly-owned subsidiary of GSCP. Goldman Sachs is the investment manager of GSCP. Goldman Sachs is an indirect wholly-owned subsidiary of GS Group. Commodities Corp. is the general partner and trading manager of Performance Partners. Commodities Corp. is a subsidiary of GS Group and an advisory affiliate of a separate operating division of Goldman Sachs. Goldman Sachs and GS Group each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

European Partners may be deemed to own beneficially and directly and its general partner European Holding, may be deemed to own beneficially and indirectly 8,413,198 shares of Common Stock. European Holding disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

GSCP may be deemed to own beneficially and directly 266,406 shares of Common Stock, and may be deemed to own beneficially and indirectly 8,413,198 shares of Common Stock through European Partners. GS Advisors, the general partner of

GSCP, may be deemed to own beneficially and indirectly 8,679,604 shares of Common Stock. GS Advisors and GSCP disclaim beneficial ownership of the securities reported herein as indirectly owned except to the extent of their pecuniary interest therein.

Stone 1996 may be deemed to own beneficially and directly and its general partner, Empire Corp., may be deemed to own beneficially and indirectly 156,416 shares of Common Stock. Empire Corp. disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Bridge 1996 may be deemed to own beneficially and directly and its managing general partner, Empire Corp., may be deemed to own beneficially and indirectly 106,077 shares of Common Stock. Empire Corp. disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

02: NTL Communications Corp. 7% Convertible Subordinated Notes due 2008 ("Convertible Notes") are convertible at any time at the option of the holder prior to maturity into shares of Common Stock at a conversion price of \$61.25 per share.

03: Convertible Notes, \$1,000,000 in principal amount, convertible into 16,326 shares of Common Stock, disclosed in the amended Form 3 filed electronically with the Securities and Exchange Commission on May 25, 1999, as owned beneficially and directly by Goldman Sachs and beneficially and indirectly by GS Group were disposed of by Goldman Sachs in exempt market making activities. These securities are no longer deemed to be beneficially owned directly by Goldman Sachs or indirectly by GS Group. GS disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

****Signatures:**

EUROPEAN CABLE CAPITAL PARTNERS, L.P.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

EUROPEAN CABLE CAPITAL PARTNERS HOLDING, INC.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

GS CAPITAL PARTNERS, L.P.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

GS ADVISORS, L.P.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

STONE STREET FUND 1996, L.P.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

BRIDGE STREET FUND 1996, L.P.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

STONE STREET EMPIRE CORP.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

GOLDMAN SACHS PERFORMANCE PARTNERS, L.P.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

COMMODITIES CORPORATION LLC

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

THE GOLDMAN SACHS GROUP, INC.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-fact

Date: September 10, 1999

** 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 provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.