

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

Heneghan James M

CIK: **1518253**

Type: **4** | Act: **34** | File No.: **001-33664** | Film No.: **13851360**

Mailing Address

*12405 POWERSCOURT
DRIVE
ST. LOUIS MO 63131*

ISSUER

CHARTER COMMUNICATIONS, INC. /MO/

CIK: **1091667** | IRS No.: **431857213** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4841** Cable & other pay television services

Mailing Address

*12405 POWERSCOURT
DRIVE
ST. LOUIS MO 63131*

Business Address

*12405 POWERSCOURT
DRIVE
ST. LOUIS MO 63131
314-965-0555*

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	
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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 Heneghan James M			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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President, Charter Media		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET, 10TH FLOOR			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 ____ Form Filed by More than One Reporting Person		
(Street) STAMFORD, CT 06901								
(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			
Class A Common Stock	05/14/2013		M		22,800 ⁽¹⁾	A	\$55.12	42,250	D	
Class A Common Stock	05/14/2013		S		22,800 ⁽²⁾	D	\$113.728 ⁽³⁾	19,450	D	
Class A Common Stock	05/14/2013		S		3,500	D	\$113.738 ⁽⁴⁾	15,950	D	

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
Performance-Vesting Stock Options	\$55.12	05/14/2013		M		22,800		04/26/2012	04/26/2021	Class A Common Stock	22,800	\$55.12	68,200	D	

Explanation of Responses:

- Exercise of a portion of vested stock options granted on 4/26/2011. One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) on each of the following:

commencing on or after January 26, 2012, commencing on or after September 30, 2012 and commencing on or after September 30, 2013; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share on each of the following: commencing on or after January 26, 2012, commencing September 30, 2012 and commencing September 30, 2013; and, one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share on each of the following: commencing on or after January 26, 2012, commencing September 30, 2012 and commencing September 30, 2013.

2. Sale of stock options reported as exercised in Footnotes 1 and 2.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.63 to \$113.85, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.7 to \$113.85, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Signatures

/s/ Jennifer Dau-Sullivan as attorney-in-fact for James M. Heneghan

** Signature of Reporting Person

05/15/2013

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.

