

TIME WARNER CABLE INC.
Form 4
March 13, 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 *
TIME WARNER INC.

2. Issuer Name and Ticker or Trading Symbol
TIME WARNER CABLE INC.
[TWC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2009

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

ONE TIME WARNER CENTER

(Street)

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

NEW YORK, NY 10019-8016

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/12/2009		J(1)		826,000,000 (1)	D	(1) 0
Common Stock	03/12/2009		J(1)		901,000,000 (1)	A	(1) 901,000,000
Class A Common Stock	03/12/2009		J(2)		3,287 (2)	D	(2) 0 I By Partnership
Common Stock	03/12/2009		J(2)		3,287 (2)	A	(2) 3,287 (5) I By Partnership
	03/12/2009		J(3)			D	(3) 0 D

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Common Stock 300,333,333
 (3) (4)

Common Stock 1,095 (5) I By Partnership

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019-8016			X	

Signatures

Brenda C. Karickhoff, Senior Vice President of Time Warner Inc. 03/13/2009

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).
- (1) Pursuant to the effectiveness of the Second Amended and Restated Certificate of Incorporation of Time Warner Cable Inc., a Delaware corporation ("TWC"), filed by TWC with the Secretary of State of the State of Delaware on March 12, 2009, each outstanding share of Class A Common Stock of TWC and Class B Common Stock of TWC was automatically converted into one fully-paid and nonassessable

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share of Common Stock of TWC (the "Recapitalization"). Immediately prior to the Recapitalization, the Reporting Person was also the direct owner of 75,000,000 shares of Class B Common Stock of TWC. As a result of the Recapitalization, the 826,000,000 shares of Class A Common Stock of TWC and the 75,000,000 shares of Class B Common Stock of TWC held by the Reporting Person were automatically converted into 901,000,000 shares of Common Stock of TWC.

- (2) Immediately prior to the Recapitalization, Music Choice, a Pennsylvania partnership ("Music Choice") and a creditor of Adelphia Communications Corporation ("Adelphia"), held 3,287 shares of Class A Common Stock of TWC. Music Choice acquired the 3,287 shares of Class A Common Stock of TWC through a distribution by Adelphia to its creditors in connection with Adelphia's plan of reorganization which became effective on February 13, 2007. As a result of the Recapitalization, the 3,287 shares of Class A Common Stock of TWC held by Music Choice were automatically converted into 3,287 shares of Common Stock of TWC. Warner Communications Inc., a Delaware corporation and a wholly owned subsidiary of the Reporting Person, is a direct and indirect general partner of Music Choice.

- (3) 300,333,333 shares of Common Stock of TWC are being distributed by the Reporting Person to its stockholders of record at 8:00 p.m. on March 12, 2009 in the form of a pro rata dividend of shares (the "Spin-Off"), in connection with the legal and structural separation of TWC from the Reporting Person. As a result of the Spin-Off, the Reporting Person is no longer subject to Section 16 of the Exchange Act of 1934, as amended (the "Exchange Act").

- (4) The number of shares of Common Stock of TWC being distributed by the Reporting Person reflects a one-for-three reverse stock split, which became effective on March 12, 2009 by TWC's filing of an amendment to the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, pursuant to which, each three shares of Common Stock of TWC, either issued and outstanding or held by TWC as treasury stock, were reclassified and changed into one fully-paid and nonassessable share of Common Stock of TWC (the "Reverse Stock Split"). The Reporting Person will receive a cash payment in lieu of fractional shares resulting from the Reverse Stock Split.

- (5) 1,095 shares of Common Stock of TWC are held by Music Choice as a result of the Reverse Stock Split. This filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act, the beneficial owner of the shares of Common Stock of TWC held by Music Choice. The Reporting Person disclaims beneficial ownership of the shares of Common Stock of TWC held by Music Choice, except to the extent of its pecuniary interest therein.

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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