

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

July 10, 2013

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 *
 Bohigian Catherine C.

2. Issuer Name **and** Ticker or Trading
 Symbol

CHARTER COMMUNICATIONS,
 INC. /MO/ [CHTR]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

07/08/2013

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

EVP, Government Affairs

C/O CHARTER
 COMMUNICATIONS, INC., 400
 ATLANTIC STREET, 10TH
 FLOOR

(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

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	(D)	Price

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

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SEC 1474
 (9-02)

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	07/08/2013		A		10,000		07/08/2014 ⁽¹⁾	⁽²⁾	Class A Common Stock	10,000
Time Vesting Stock Options	\$ 128.5296	07/08/2013		A		15,000		07/08/2014 ⁽³⁾	07/08/2023	Class A Common Stock	15,000
Performance Vesting Stock Options	\$ 128.5296	07/08/2013		A		25,000		07/08/2014 ⁽⁴⁾	07/08/2023	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bohigian Catherine C. C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET, 10TH FLOOR STAMFORD, CT 06901	EVP, Government Affairs

Signatures

/s/Jennifer Dau-Sullivan as attorney-in-fact for Catherine C. Bohigian

07/10/2013

____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) Restricted Stock Units granted 7/8/2013 under the Charter Communications, Inc. Stock Incentive Plan scheduled to vest in equal 25% increments on July 8, 2014, 2015, 2016 and 2017.
- (2) Not Applicable
- (3) Grant of Stock Options on 7/8/2013 under the Charter Communications, Inc. Stock Incentive Plan; 25% of the aggregate grant will vest and become exercisable on July 8, 2014, 2015, 2016, and 2017.
- (4) Grant of Stock Options on 7/8/2013 under the Charter Communications, Inc. Stock Incentive Plan, at a \$130 price threshold (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days commencing on or after the Grant Date), 25% of which

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will be eligible to vest and become exercisable on July 8, 2014, 2015, 2016 and 2017.

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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