

Mayo Kathleen  
Form 4  
September 19, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mayo Kathleen

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)

09/17/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP/Customer Operations

C/O CHARTER  
COMMUNICATIONS, INC., 12405  
POWERSCOURT DRIVE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

ST. LOUIS, MO 63131

(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.

**Persons who respond to the collection of  
information contained in this form are not  
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Restricted Stock Units	\$ 0	09/17/2012		A		20,000		09/17/2013 <sup>(1)</sup>	<sup>(2)</sup>	Class A Common Stock	20
Time Vesting Stock Options	\$ 81.607	09/17/2012		A		33,334		09/17/2013 <sup>(3)</sup>	09/17/2022	Class A Common Stock	33
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A		16,667		09/17/2013 <sup>(4)</sup>	09/17/2022	Class A Common Stock	16
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A		16,667		09/17/2014 <sup>(5)</sup>	09/17/2022	Class A Common Stock	16
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A		16,666		09/17/2015 <sup>(6)</sup>	09/17/2022	Class A Common Stock	16
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A		16,666		09/17/2016 <sup>(7)</sup>	09/17/2022	Class A Common Stock	16

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mayo Kathleen C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	EVP/Customer Operations

## Signatures

/s/ Kathleen  
Mayo

09/18/2012

\_\_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 09/17/2012 scheduled to vest in equal 25% increments on September 17, 2013, 2014, 2015 and 2016.

(2) Not applicable.

(3) Grant of Stock Options on 09/17/2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan, 25% of the aggregate grant vest at September 17, 2013, 2014, 2015 and 2016.

(4) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to September 17, 2013); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2013.

(5) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to September 17, 2014); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2014.

(6) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to September 17, 2015); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2015.

(7) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to September 17, 2016); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2016.

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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