

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

February 17, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rutledge Thomas

(Last) (First) (Middle)

C/O CHARTER
COMMUNICATIONS, INC., 400
ATLANTIC STREET

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 | 02/13/2016 | | F | | 36,417 (1) | D \$ 164.34 (2) | 335,656 D |
| Class A Common Stock | 02/13/2016 | | F | | 37,096 (3) | D \$ 164.34 (2) | 298,560 D |
| Class A Common Stock | 02/16/2016 | | M | | 55,450 (4) | A \$ 53.595 | 354,010 D |

| | | | | | | | |
|---------|------------|---|------------|---|------------|---------|---|
| Class A | | | | | \$ | | |
| Common | 02/16/2016 | F | 36,241 | D | 164.965 | 317,769 | D |
| Stock | | | <u>(5)</u> | | <u>(6)</u> | | |

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

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(9-02)

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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Performance Vesting Stock Options | \$ 53.595 | 02/16/2016 | | M | 55,450 | <u>(7)</u> 02/19/2016 | Class A Common Stock | 55,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rutledge Thomas C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901 | X | | President and CEO | |

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Thomas M.
Rutledge

02/17/2016

**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) Previously reported performance-vesting restricted shares vested on February 13, 2016. Withholding of securities for the purpose of paying taxes.

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- (2) Per-share value assigned to the shares withheld based on the average of the high and low trading prices on February 12, 2016.
- (3) Previously reported time-vesting restricted shares vested on February 13, 2016. Withholding of securities for the purpose of paying taxes.
- (4) Securities acquired upon exercise of all of the vested performance-vesting stock options with a \$125 and \$150 per share stock price target granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan.
- (5) Withholding of securities for the purpose of paying exercise price and taxes due upon exercise of stock options.
- (6) Per-share value assigned to the shares withheld based on the fair market value of the shares at the time the stock options were exercised on February 16, 2016.
- (7) Date exercisable varies for each vesting tranche.

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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