

Howard Kevin D  
Form 4  
February 06, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Howard Kevin D

(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)  
02/04/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP/CAO/Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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            | 02/04/2019                           |                                                    | S                              |                                                                   | 1,012  | D                                                                                             | \$ 341.8331                                              | 3,059                                                 | D |
| Class A Common Stock            | 02/04/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 5,652  | A                                                                                             | \$ 39.13                                                 | 8,711                                                 | D |
| Class A Common Stock            | 02/04/2019                           |                                                    | S                              |                                                                   | 5,652  | D                                                                                             | \$ 343.6963                                              | 3,059                                                 | D |

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|                            |            |                  |       |   |                       |        |   |
|----------------------------|------------|------------------|-------|---|-----------------------|--------|---|
| Class A<br>Common<br>Stock | 02/04/2019 | M <sup>(2)</sup> | 7,533 | A | \$ 60.96              | 10,592 | D |
| Class A<br>Common<br>Stock | 02/04/2019 | S                | 7,533 | D | \$<br>342.9826<br>(3) | 3,059  | D |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Stock<br>Options                                    | \$ 39.13                                                           | 02/04/2019                              |                                                             | M <sup>(1)</sup>                     | 5,652                                                                                                           | (4) 07/27/2020                                                 | Class A<br>Common<br>Stock                                          | 5,652                                     |
| Stock<br>Options                                    | \$ 60.96                                                           | 02/04/2019                              |                                                             | M <sup>(2)</sup>                     | 7,533                                                                                                           | (5) 04/26/2021                                                 | Class A<br>Common<br>Stock                                          | 7,533                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Howard Kevin D  
C/O CHARTER COMMUNICATIONS, INC.  
400 ATLANTIC STREET  
STAMFORD, CT 06901

SVP/CAO/Controller

## Signatures

/s/Kevin D.  
Howard

02/06/2019

\_\_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) Exercise of stock options granted 7/27/2010.
- (2) Exercise of stock options granted 4/26/2011.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.94 to \$343.31, 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.
- (3) On 7/27/2010, the reporting person was granted 22,605 stock options 25% to vest in four equal installments on each of the first four anniversaries of 7/27/2010. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and number of stock options.
- (4) On 4/26/2011, the reporting person was granted 18,084 stock options 25% to vest in four equal installments on each of the first four anniversaries of 4/26/2011. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and number of stock options.
- (5)

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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