

Bickham John
 Form 4
 May 02, 2012

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 *
 Bickham John

2. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP/Chief Operating Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2012

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

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	(A) or (D)	Price
Class A Common Stock	04/30/2012		A		100,000 (1)	A	\$ 60.46
Class A Common Stock	04/30/2012		A		132,000 (2)	A	\$ 60.46

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Time-Vesting Stock Options	\$ 60.46	04/30/2012		A	70,000	<u>(3)</u> 04/30/2022	Class A Common Stock	70,000
Performance Vesting Stock Options	\$ 60.46	04/30/2012		A	90,000	<u>(4)</u> 04/30/2022	Class A Common Stock	90,000
Performance Vesting Stock Options	\$ 60.46	04/30/2012		A	50,000	<u>(5)</u> <u>(5)</u>	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bickham John C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131			EVP/Chief Operating Officer	

Signatures

/s/ John Bickham by Richard R. Dykhouse,
Attorney-in-Fact

05/02/2012

**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 granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of April 30, 2012.
- (2) Restricted Stock granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 66,000 shares subject to the attainment of a \$80 per-share hurdle; and 66,000 shares subject to the attainment of a \$100 per-share hurdle

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(each with a ten-year term). Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.

- (3) Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of April 30, 2012.

Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 45,000 stock options subject to the attainment of a \$80 per-share hurdle (with a 10-year term); 45,000 stock options subject to the

- (4) attainment of a \$100 per-share hurdle (with a 10-year term); Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.

Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 25,000 stock options subject to the attainment of a \$125 per-share hurdle (with a 4-year term); and 25,000 stock options subject to the

- (5) attainment of a \$150 per-share hurdle (with a four year term). Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 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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