

Dykhouse Richard R
 Form 4
 March 06, 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 *
 Dykhouse Richard R

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/Gen Counsel/Corp Secretary

(Last) (First) (Middle)
 C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2013

ST. LOUIS, MO 63131
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	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)

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) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 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 December 31, 2013); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2013.

(2) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 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 December 31, 2014); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2014.

(3) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 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 December 31, 2015); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2015.

(4) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 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 December 31, 2016); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 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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