Markley John D Jr Form 4 May 03, 2013

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Markley John D Jr

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHARTER COMMUNICATIONS,

(Check all applicable)

INC. /MO/ [CHTR]

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2013

X_ Director 10% Owner Other (specify Officer (give title

C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET, 10TH **FLOOR**

(State)

(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

STAMFORD, CT 06901

(City)	(State)	Zip) Table	e I - Non-D	erivative Sec	curities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (Instr. 3, 4 a	` '	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
					(A) or	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Class A			Code V	Amount (D) Price			

Class A

1,285 05/01/2013 $D^{(2)}$ Common A \$0 8,518 (1)

Stock

Managing Member -Class A Common 29,650 I Bear Creek Stock Investors, LLC

Edgar Filing: Markley John D Jr - Form 4

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ration Date		int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	:		Securities	(Instr. 5)]	
		Derivative			Securities				(Instr.	3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable	Date		Number		
				G 1 17	(A) (B)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Markley John D Jr C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET, 10TH FLOOR STAMFORD, CT 06901

X

Signatures

/s/ Jennifer Dau-Sullivan, as attorney-in-fact for John D. Markley, Jr.

05/03/2013

**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) Grant of Restricted Stock (price not applicable) valued at \$130,000 on date of grant, to fully vest on anniversary date of grant.
- (2) Includes shares held by John D. Markley, Jr. and Rebecca Markley as joint tenants with right of surviviorship.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2