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CHARTER COMMUNICATIONS INC /MO/

Form 424B3

April 30, 2001

Filing Pursuant to Rule 424(b)(3)
Registration Statement No. 333-54394

PROSPECTUS SUPPLEMENT NO. 5 DATED APRIL 30, 2001
TO PROSPECTUS DATED FEBRUARY 6, 2001,
AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT NOS. 1, 2, 3 AND 4

CHARTER COMMUNICATIONS, INC.

\$750,000,000 of 5.75% Convertible Senior Notes due 2005 and 34,786,650 Shares of
Class A Common Stock Issuable Upon Conversion of the 5.75%
Convertible Senior Notes due 2005
and
31,664,667 Issued or Issuable Shares of Class A Common Stock

This prospectus supplement relates to (1) \$750,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 of Charter Communications, Inc., and 34,786,650 shares of Class A common stock of Charter Communications, Inc., which are initially issuable upon conversion of the notes, plus an indeterminate number of shares as may become issuable upon conversion as a result of adjustments to the conversion rate; and (2) 31,664,667 shares of Class A common stock of Charter Communications, Inc. issued or issuable to certain entities in connection with Charter Communications, Inc.'s purchase of certain cable systems in 2000 plus an indeterminate number of shares as may become issuable upon certain events. This prospectus supplement should be read in conjunction with the prospectus dated February 6, 2001, Prospectus Supplement No. 1 dated February 16, 2001, Prospectus Supplement No. 2 dated February 20, 2001, Prospectus Supplement No. 3 dated March 15, 2001 and Prospectus Supplement No. 4 dated April 3, 2001 which are to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in Prospectus Supplement No. 4:

Selling Securityholder	Convertible Senior Notes		Shares of Common Stock
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering
AAM/Zazove Institutional Income Funds, LP (GS)	\$1,300,000	\$1,300,000	0
AFTRA Health Fund.....	1,000,000	1,000,000	0
AIG/National Union Fire Insurance Ltd.....	800,000	800,000	0
AIG Soundshore Opportunity Holding Fund,			

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Ltd.	3,500,000	3,500,000	0
AIG Soundshore Strategic Holding Fund, Ltd.....	3,500,000	3,500,000	0
AIM Strategic Income Fund.....	1,500,000	1,500,000	0
Alexandra Global Investment Fund I Ltd.	3,000,000	3,000,000	0
Allstate Insurance Company.....	1,500,000	1,500,000	0
Allstate Life Insurance Company.....	375,000	375,000	0
Aloha Airlines Non-Pilots Pension Trust.....	245,000	245,000	0
Aloha Pilots Retirement Trust.....	140,000	140,000	0
Alpha US Sub Fund VIII, LLC.....	1,250,000	1,250,000	0
Alpine Associates.....	5,600,000	5,600,000	0
Alpine Partners, L.P.....	900,000	900,000	0
Argent Classic Convertible Arbitrage Fund L.P.....	4,000,000	4,000,000	0
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.....	11,000,000	11,000,000	0
Argent Convertible Arbitrage Fund Ltd.	10,000,000	10,000,000	0
Aristeia International, Limited.....	5,160,000	5,160,000	0
Aristeia Trading, L.P.....	3,340,000	3,340,000	0
Arkansas PERS.....	800,000	800,000	0
Arkansas Teachers Retirement.....	6,376,000	6,376,000	0
Associated Electric & Gas Insurance Services Limited.....	800,000	800,000	0
Bank Austria Cayman Islands, Ltd.....	8,800,000	8,800,000	0
Baptist Health of South Florida.....	407,000	407,000	0
BBT Fund, L.P.....	16,000,000	16,000,000	0
Bear, Stearns & Co. Inc.(1).....	5,000,000	5,000,000	0
Black Diamond Offshore, Ltd.....	281,000	281,000	0
BNP Paribas Equity Strategies.....	13,845,000	13,845,000	0
BNP Cooper Neff Convertible Strategies Fund, L.P.....	1,155,000	1,155,000	0
Boilermakers Blacksmith Pension Trust.....	1,075,000	1,075,000	0
Boston Museum of Fine Arts.....	170,000	170,000	0
Boulder II Limited.....	6,762,000	6,762,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Common
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering
BP Amoco PLC Master Trust.....	2,162,000	2,162,000	0
BT Equity Opportunities.....	4,000,000	4,000,000	0
BT Equity Strategies.....	1,500,000	1,500,000	0
C&H Sugar Company, Inc.....	385,000	385,000	0
Canyon Capital Arbitrage Master Fund, Ltd.	5,400,000	5,400,000	0
Canyon Capital Realization (Cayman), Ltd.....	22,925,000	22,925,000	0
Capital Guardian Global Convertible Fund #011.....	290,000	290,000	0
Chrysler Corporation Master Retirement Trust.....	7,300,000	7,300,000	0
CIBC World Markets.....	3,595,000	3,595,000	0

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Citi JL, Ltd.	117,000	117,000	0
Clinton Riverside Convertible Portfolio Limited.....	7,000,000	7,000,000	0
Conseco Fund Group - Convertible Securities Fund.....	1,000,000	1,000,000	0
DeAM Convertible Arbitrage Fund, Ltd.	2,200,000	2,200,000	0
Deephaven Domestic Convertible Trading Ltd.....	16,250,000	16,250,000	0
Delaware PERS.....	1,550,000	1,550,000	0
Delta Airlines Master Trust (c/o Oaktree Capital Management, LLC).....	2,740,000	2,740,000	0
Delta Pilots D&S Trust.....	440,000	440,000	0
D.E. Shaw Valence, L.P.....	1,600,000	1,600,000	0
D.E. Shaw Investments, L.P.....	400,000	400,000	0
Deutsche Bank Securities Inc.....	24,300,000	24,300,000	0
Double Black Diamond Offshore, LDC.....	1,168,000	1,168,000	0
Duckbill & Co.....	2,500,000	2,500,000	0
Engineers Joint Pension Fund.....	700,000	700,000	0
Enterprise Convertible Security Fund....	101,000	101,000	0
Evergreen Equity Income Fund.....	7,000,000	7,000,000	0
F.R. Conv't Sec. Fn.	85,000	85,000	0
Family Service Life Insurance Company.....	300,000	300,000	0
Federated American Leaders Fund Inc.....	18,500,000	18,500,000	0
Federated Equity Funds, on behalf of its Federated Capital Appreciation Fund....	7,000,000	7,000,000	0
Federated Insurance Series, on behalf of its Federated American Leaders Fund II.....	2,400,000	2,400,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Common
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	13,250,000	13,250,000	0
Fortis Series Fund, Inc. on behalf of its American Leaders Series.....	50,000	50,000	0
Gaia Offshore Master Fund Ltd.....	7,000,000	7,000,000	0
Gary Anderson Marital Living Trust.....	200,000	200,000	0
General Motors Employees Global Group Pension Trust.....	3,500,000	3,500,000	0
General Motors Welfare Benefit Trust (LT - VEBA).....	2,500,000	2,500,000	0
Goldman, Sachs & Co.(1).....	22,489,000	22,489,000	0
Grace Brothers, Ltd.....	2,500,000	2,500,000	0
Guardian Life Insurance Company of America.....	10,200,000	10,200,000	0
Guardian Pension Trust.....	400,000	400,000	0
Hawaiian Airline Pilots Retirement Plan.....	220,000	220,000	0
Hawaiian Airlines Employees Pension			

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Plan - IAM.....	115,000	115,000	0
Hawaiian Airlines Pension Plan for Salaried Employees.....	25,000	25,000	0
HBK Master Fund L.P.....	46,000,000	46,000,000	0
HFR Master Fund, Ltd.....	200,000	200,000	0
Highbridge International LLC.....	25,900,000	25,900,000	0
Hotel Union and Hotel Industry of Hawaii.....	490,000	490,000	0
ICI American Holdings Trust.....	825,000	825,000	0
Island Holdings.....	50,000	50,000	0
ITG Inc.....	204,000	204,000	0
Jefferies & Company Inc.....	10,000	10,000	0
JMG Capital Partners, LP.....	10,500,000	10,500,000	0
Julius Baer Securities, Inc.....	450,000	450,000	0
KBC Financial Products USA.....	2,000,000	2,000,000	0
Lancer Securities Cayman Ltd.	800,000	800,000	0
Leonardo, L.P.....	11,950,000	11,950,000	0
Levco Alternative Fund, Ltd.	1,695,000	1,695,000	0
Lipper Convertibles, L.P.	12,000,000	12,000,000	0
Lumberman's Mutual Casualty.....	722,000	722,000	0
Lydian Overseas Partners Master Fund....	35,000,000	35,000,000	0
Mainstay Convertible Fund.....	7,500,000	7,500,000	0
Mainstay VP Convertible Portfolio.....	1,000,000	1,000,000	0
McMahan Securities Co. L.P.....	174,000	174,000	0
Merrill Lynch, Pierce Fenner & Smith, Inc.(1).....	450,000	450,000	0
Morgan Stanley & Co.(1).....	350,000	350,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Common
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering
Morgan Stanley Dean Witter Convertible Securities Trust(1).....	3,000,000	3,000,000	0
Motion Picture Industry Health Plan - Active Member Fund.....	850,000	850,000	0
Motion Picture Industry Health Plan - Retiree Member Fund.....	420,000	420,000	0
Museum of Fine Arts, Boston.....	46,000	46,000	0
Nalco Chemical Company.....	260,000	260,000	0
Navigator Offshore Fund Ltd.....	1,597,000	1,597,000	0
Navigator Partners LP.....	690,000	690,000	0
Navigator Special Partners LP.....	213,000	213,000	0
Nicholas Applegate Convertible Fund.....	2,291,000	2,291,000	0
Nomura International PLC London.....	9,000,000	9,000,000	0
Nomura Securities International.....	6,000,000	6,000,000	0
Northern Income Equity Fund.....	1,000,000	1,000,000	0
OCM Convertible Trust.....	4,235,000	4,235,000	0
Ohio National Fund, Inc. on behalf of its Blue Chip Portfolio.....	50,000	50,000	0
Onex Industrial Partners Limited.....	3,350,000	3,350,000	0
Oppenheimer Convertible Securities Fund	6,000,000	6,000,000	0
OZ Master Fund, Ltd.....	6,000,000	6,000,000	0
Pacific Life Insurance Company.....	1,000,000	1,000,000	0
Palladin Securities LLC.....	500,000	500,000	0

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Park Avenue Life Insurance Company.....	100,000	100,000	0
Parker-Hannifin Corporation.....	79,000	79,000	0
Partner Reinsurance Company Ltd.....	1,470,000	1,470,000	0
Pebble Capital, Inc.	1,350,000	1,350,000	0
Pell Rudman Trust Company.....	1,550,000	1,550,000	0
Peoples Benefit Life Insurance Company			
TEAMSTERS separate account.....	3,750,000	3,750,000	0
PGEP III LLC.....	500,000	500,000	0
PHEP IV, Inc.....	116,000	116,000	0
Physicians Life.....	549,000	549,000	0
PRIM Board.....	3,115,000	3,115,000	0
Primerica Life Insurance Company.....	1,503,000	1,503,000	0
Principal Investors Fund, Inc. on behalf of			
its Partners Large Cap Blend Fund.....	40,000	40,000	0
Purchase Associates, L.P.....	1,103,000	1,103,000	0
Putnam Asset Allocation Funds - Balanced			
Portfolio.....	447,000	447,000	0
Putnam Asset Allocation Funds -			
Conservative Portfolio.....	508,000	508,000	0
Putnam Convertible Income - Growth			
Trust.....	4,500,000	4,500,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Common
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Putnam Convertible Opportunities and Income			
Trust.....	114,000	114,000	0
Queens Health Plan.....	85,000	85,000	0
R2 Investments, LDC.....	42,000,000	42,000,000	0
Retail Clerks Pension Trust.....	3,000,000	3,000,000	0
Retail Clerks Pension Trust #2.....	2,000,000	2,000,000	0
Sage Capital.....	3,850,000	3,850,000	0
Salomon Smith Barney Inc.....	1,030,000	1,030,000	0
San Diego City Retirement.....	1,371,000	1,371,000	0
San Diego County Convertible.....	2,960,000	2,960,000	0
San Diego County Employees Retirement			
Association.....	1,900,000	1,900,000	0
Screen Actors Guild Pension			
Convertible.....	745,000	745,000	0
Silvercreek Limited Partnership.....	3,038,000	3,038,000	0
St. Albans Partners Ltd.	5,000,000	5,000,000	0
Starvest Combined Portfolio.....	1,000,000	1,000,000	0
State Employees' Retirement Fund of the			
State of Delaware.....	3,685,000	3,685,000	0
State of Connecticut Combined Investment			
Funds.....	8,065,000	8,065,000	0
State of Oregon - Equity.....	5,025,000	5,025,000	0
State of Oregon/SAIF Corporation.....	9,785,000	9,785,000	0
SunAmerica Series Trust, on behalf of its			
Federated Value Portfolio.....	1,000,000	1,000,000	0
TCI Bresnan, LLC.....	0	N/A	0
TCID of Michigan, Inc.	0	N/A	0
TCW Group, Inc.	12,075,000	12,075,000	0
The Common Fund for Non-Profit			

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Organizations (Absolute Return Fund)....	61,000	61,000	0
The Estate of James Campbell.....	876,000	876,000	0
The Travelers Indemnity Company.....	4,956,000	4,956,000	0
The Travelers Insurance Company - Life.....	2,548,000	2,548,000	0
The Travelers Insurance Company Separate Account TLAC.....	289,000	289,000	0
The Travelers Life and Annuity Company.....	304,000	304,000	0
TQA Master Plus Fund, Ltd.	750,000	750,000	0
TQA Masterfund, Ltd.	1,750,000	1,750,000	0
Travelers Series Trust Convertible Bond Portfolio.....	400,000	400,000	0
Tribeca Investments LLC.....	27,500,000	27,500,000	0
UBS AG London Branch.....	14,000,000	14,000,000	0
UBS O'Connor LLC (f/b/o UBS Global Equity Arbitrage Master, Ltd.).....	11,500,000	11,500,000	0

Selling Securityholder	Convertible Senior Notes		Shares of Common
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering
UBS Warburg LLC.....	3,500,000	3,500,000	0
University of Rochester.....	43,000	43,000	0
Value Line Convertible Fund, Inc.	500,000	500,000	0
Value Realization Fund, LP.....	11,675,000	11,675,000	0
Van Kampen Harbor Fund.....	3,000,000	3,000,000	0
Vanguard Convertible Securities Fund, Inc.....	10,295,000	10,295,000	0
Viacom Inc. Pension Plan Master Trust...	68,000	68,000	0
Wake Forest University.....	1,296,000	1,296,000	0
Wasserstein Perella Securities Inc.....	1,000,000	1,000,000	0
While River Securities L.L.C.....	5,000,000	5,000,000	0
Worldwide Transactions, Ltd.....	51,000	51,000	0
Writers Guild Convertible.....	435,000	435,000	0
Wyoming State Treasurer.....	1,496,000	1,496,000	0
Yield Strategies Fund I LP.....	1,000,000	1,000,000	0
ZCM/HFR Index Management, L.L.C. (f/k/a Zurich HFR Master Hedge Fund Index Ltd.).....	100,000	100,000	0
Zeneca AG Products, Inc.	150,000	150,000	0
Zeneca Holdings Trust.....	375,000	375,000	0
Zurich HFR Master Hedge Fund Index LTD.....	3,200,000	3,200,000	0

- (1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.
- (2) Represents the number of shares of Class A common stock for which the selling securityholders may exchange their Class A Preferred Units in CC VIII, LLC and an indeterminate number of shares issuable upon such exchange, as such number may be adjusted under certain circumstances.

SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS TO READ ABOUT
IMPORTANT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE CONVERTIBLE SENIOR
NOTES OR SHARES OF OUR CLASS A COMMON STOCK.

These securities have not been approved or disapproved by the Securities
and Exchange Commission or any state securities commission nor has the
Securities and Exchange Commission or any state securities commission passed
upon the accuracy or adequacy of the prospectus or this prospectus supplement.
Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 30, 2001.