

Mayo Kathleen  
 Form 4  
 September 19, 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 \*  
 Mayo Kathleen

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/17/2012

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 EVP/Customer Operations

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

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 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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Restricted Stock Units	\$ 0	09/17/2012		A	20,000	09/17/2013 <sup>(1)</sup>	<sup>(2)</sup>	Class A Common Stock	20,000
Time Vesting Stock Options	\$ 81.607	09/17/2012		A	33,334	09/17/2013 <sup>(3)</sup>	09/17/2022	Class A Common Stock	33,334
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A	16,667	09/17/2013 <sup>(4)</sup>	09/17/2022	Class A Common Stock	16,667
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A	16,667	09/17/2014 <sup>(5)</sup>	09/17/2022	Class A Common Stock	16,667
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A	16,666	09/17/2015 <sup>(6)</sup>	09/17/2022	Class A Common Stock	16,666
Performance Vesting Stock Options	\$ 81.607	09/17/2012		A	16,666	09/17/2016 <sup>(7)</sup>	09/17/2022	Class A Common Stock	16,666

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayo Kathleen C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131			EVP/Customer Operations	

## Signatures

/s/ Kathleen  
Mayo

09/18/2012

\*\*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 Units granted 09/17/2012 scheduled to vest in equal 25% increments on September 17, 2013, 2014, 2015 and 2016.

(2) Not applicable.

(3) Grant of Stock Options on 09/17/2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan, 25% of the aggregate grant vest at September 17, 2013, 2014, 2015 and 2016.

(4) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 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 September 17, 2013); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2013.

(5) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 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 September 17, 2014); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2014.

(6) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 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 September 17, 2015); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 2015.

(7) One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 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 September 17, 2016); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 on or after September 17, 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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