

CHARTER COMMUNICATIONS, INC. /MO/  
Form 4  
December 26, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Crestview Partners II GP, L.P.

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)  
12/20/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O CRESTVIEW, L.L.C., 667  
MADISON AVENUE

(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

NEW YORK, NY 10065

(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 (1)	(A) or (D)	Price
Class A Common Stock	12/20/2012		S		69,627 (1)	D	\$ 73.7055
							7,265,712 (2) (3)
Class A Common Stock	12/21/2012		S		69,627 (1)	D	\$ 73.0816
							7,196,085 (2) (3)
Class A Common Stock	12/24/2012		S		49,713 (1)	D	\$ 73.652
							7,146,372 (2) (3)
Class A Common Stock	12/26/2012		S		41,705	D	\$ 73.652
							7,104,667 (2) (3)

Common Stock (1) 73.7147 (3) Footnotes (2) (3)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crestview Partners II GP, L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
ENCORE II, LLC C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II (TE) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		
CRESTVIEW PARTNERS II LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X		

CRESTVIEW OFFSHORE HOLDINGS II (CAYMAN) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X
Crestview Offshore Holdings II (892 Cayman), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X
CRESTVIEW OFFSHORE HOLDINGS II (FF CAYMAN) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X
CRESTVIEW PARTNERS II (FF) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065	X	X

## Signatures

CRESTVIEW, L.L.C., general partner of the Designated Filer, by /s/ Ross A. Oliver, Senior  
Counsel and Chief Compliance Officer

12/26/2012

\_\_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) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated December 6, 2012, which is intended to comply with Rule 10b5-1.
- (2) See Exhibit 99.1 for text to footnote (2).
- (3) See Exhibit 99.1 for text to footnote (3).

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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