

LOVETT MICHAEL J
Form 4
April 28, 2011

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 *
LOVETT MICHAEL J

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)
President and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2011

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)

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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 Underlying Instrument (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date
Time-Vesting Stock Options	\$ 55.12	04/26/2011		A	193,750	04/26/2012 ⁽¹⁾	04/26/2021
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A	150,694	04/26/2012 ⁽²⁾	04/26/2021
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A	150,694	12/31/2012 ⁽³⁾	04/26/2021
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A	150,695	12/31/2013 ⁽⁴⁾	04/26/2021

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOVETT MICHAEL J
 C/O CHARTER COMMUNICATIONS, INC.
 12405 POWERSCOURT DRIVE
 ST. LOUIS, MO 63131

President and CEO

Signatures

/s/ Michael J.

Lovett

04/28/2011

**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).

- Grant of Stock Options on 4/26/2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan. One-third will become exercisable in four equal installments on each of the first four anniversaries of April 26, 2011; one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012.
- (1) equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012.
 - (2) One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after January 26, 2012;

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one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after January 26, 2012; and one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after January 26, 2012.

- One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after September 30, 2012; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after September 30, 2012; and one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after September 30, 2012.

- One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) commencing on or after September 30, 2013; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share commencing on or after September 30, 2013; and one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share commencing on or after September 30, 2013.

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.