

Howard Kevin D  
Form 4  
January 16, 2019

**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 \*  
Howard Kevin D

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)  
SVP/CAO/Controller

(Last) (First) (Middle)  
C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2019

STAMFORD, CT 06901  
(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            | 01/15/2019                           |  | M                              | 1,732   | \$ 292.31<br><u>(1)</u>   | 4,614  | D  |
| Class A Common Stock            | 01/15/2019                           |  | F                              | 543 <u>(2)</u>  | \$ 292.31   | 4,071  | D  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                     | (1)  | 01/15/2019                           |  | M                              | 1,732   | (3) (3)  | Class A Common Stock 1,                                     |
| Stock Options                              | \$ 292.31  | 01/15/2019                           |  | A                              | 7,467   | 01/15/2022(4) 01/15/2029                                 | Class A Common Stock 7,                                     |
| Restricted Stock Units                     | (5)  | 01/15/2019                           |  | A                              | 706   | 01/15/2022(6) (7)  | Class A Common Stock 7                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Howard Kevin D<br>C/O CHARTER COMMUNICATIONS, INC.<br>400 ATLANTIC STREET<br>STAMFORD, CT 06901 |               |           | SVP/CAO/Controller |       |

## Signatures

/s/Kevin D. Howard 01/16/2019

\*\*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 convert into common stock on a one-for-one basis.
- (2) Withholding of securities for the purpose of paying taxes from securities reported in Footnote #1.

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- (3) On 1/15/2016 the reporting person was granted 1,916 Restricted Stock Units to vest on 1/15/2019. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the number of unvested Restricted Stock Units.
- Stock Options granted on January 15, 2019 under the Charter Communications, Inc. 2009 Stock Incentive Plan. 100% of the grant will
- (4) vest on the third anniversary of the grant date, January 15, 2022. Such options will terminate 10 years from the date of the grant unless terminated sooner in accordance with the plan or grant agreement.
- (5) Restricted Stock Unit grant - price not applicable.
- (6) Restricted Stock Units granted on January 15, 2019 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 15, 2022.
- (7) Not applicable

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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