

CHARTER COMMUNICATIONS INC /MO/

Form 8-K

November 24, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 23, 2004**

[Charter Communications, Inc.](#)

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 8.01. OTHER EVENTS.

Charter Communications, Inc. ("Charter"), today called for redemption approximately \$588 million of its 5.75% Convertible Senior Notes due October 2005, CUSIP numbers 16117MAA5 and 16117MAB3 (the "2005 Notes") at 101.15% of principal amount, plus accrued and unpaid interest to the date of redemption, December 23, 2004. Charter had agreed to such redemption using a portion of the proceeds of its November 22, 2004 sale of approximately \$862.5 million original principal amount of Convertible Senior Notes due 2009. Upon mailing the notice of redemption in accordance with the indenture governing the 2005 Notes, 2005 Notes called for redemption become irrevocably due and payable on the redemption date at the redemption price. A press release announcing the redemption is attached hereto as Exhibit 99.1.

ITEM 9.01. EXHIBITS.

The following exhibit is not filed but furnished pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of November 23, 2004.*

* furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,

Registrant

Dated: November 23, 2004

By: /s/ Paul E. Martin
Name: Paul E. Martin
Title: Interim Co-Chief Financial Officer,
Senior Vice President and Controller
(Co-Principal Financial Officer and Principal
Accounting Officer)

EXHIBIT INDEX

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* furnished herewith