

Heneghan James M
Form 4
April 28, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Heneghan James M

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)

C/O CHARTER
COMMUNICATIONS, INC., 12405
POWERSCOURT DRIVE

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President, Charter Media

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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 Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Time-Vesting Stock Options	\$ 55.12	04/26/2011		A		39,000		04/26/2012 ⁽¹⁾	04/26/2021	Class A Common Stock
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A		30,333		04/26/2012 ⁽²⁾	04/26/2021	Class A Common Stock
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A		30,333		12/31/2012 ⁽³⁾	04/26/2021	Class A Common Stock
Performance-Vesting Stock Options	\$ 55.12	04/26/2011		A		30,334		12/31/2013 ⁽⁴⁾	04/26/2021	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Heneghan James M C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	President, Charter Media

Signatures

/s/ James M.
Heneghan

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.

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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 \$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;

- (2) 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,

- (3) 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,

- (4) 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.

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