

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 November 22, 2013

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

(Last) (First) (Middle)
 C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2013

(Street)
 STAMFORD, CT 06901

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

(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) or Price (A)		
Class A Common Stock	11/21/2013		M		2,500 ⁽¹⁾	A	\$ 35.375 18,450 D
Class A Common Stock	11/21/2013		M		7,000 ⁽²⁾	A	\$ 55.12 25,450 D
Class A Common Stock	11/21/2013		S		2,500 ⁽³⁾	D	\$ 127.8562 22,950 D

Class A					\$		
Common	11/21/2013		S	7,000	D	127.7071	15,950
Stock						<u>(4)</u>	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)

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. Amount or Number of Shares
Stock Options	\$ 35.375	11/21/2013		M	2,500	07/27/2011 07/27/2020	Class A Common Stock	2,500
Time Vesting Stock Options	\$ 55.12	11/21/2013		M	7,000	04/26/2012 04/26/2021	Class A Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Heneghan James M
C/O CHARTER COMMUNICATIONS, INC.
400 ATLANTIC STREET, 10TH FLOOR
STAMFORD, CT 06901

President, Charter Media

Signatures

/s/James Heneghan 11/22/2013

**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) Exercise of a portion of vested stock options granted on 7/27/2010 under the Charter Communications, Inc. 2009 Stock Incentive Plan.
- (2) Exercise of a portion of vested stock options granted on 4/26/2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.85 to \$127.857, inclusive. The reporting person undertakes to provide Charter Communications, Inc, any security holder of Charter Communications, Inc. or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.57 to \$127.90, inclusive. The reporting person undertakes to provide Charter Communications, Inc, any security holder of Charter Communications, Inc. or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.