

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

June 21, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
Dykhouse Richard R

(Last) (First) (Middle)

C/O CHARTER  
COMMUNICATIONS, INC., 400  
ATLANTIC STREET

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
SymbolCHARTER COMMUNICATIONS,  
INC. /MO/ [CHTR]3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/20164. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
EVP/Gen Counsel/Corp Secretary6. 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 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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**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 and Amount Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Share
Performance Vesting Stock Options	\$ 221.25	06/17/2016		A	153,714	(1) 06/17/2026	Class A Common Stock 153,
Restricted Stock Units	(2)	06/17/2016		A	17,079	(3) (2)	Class A Common Stock 17,0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dykhouse Richard R C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901	EVP/Gen Counsel/Corp Secretary

## Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Richard R.  
Dykhouse

06/21/2016

\_\_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).

Stock options granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan: 30,742 shares subject to the attainment of a \$289.76 per-share hurdle (with a 10-year term); 30,743 shares subject to the attainment of a \$364.97 per-share hurdle (with a 10-year term); 30,743 shares subject to the attainment of \$455.66 per-share hurdle (with a 10-year term); 30,743

(1) shares subject to the attainment of a \$496.58 per-share hurdle (with a 10-year term); and 30,743 shares subject to the attainment of a \$564.04 per-share hurdle (with a 10-year term). One third of the stock options will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any options that have not vested within 6 years from the date of grant will be cancelled.

(2) Restricted Stock Unit grant - price not applicable

Restricted Stock Units granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 5,693 shares subject to the attainment of a \$455.66 per-share hurdle; 5,693 shares subject to the attainment of a \$496.58 per-share hurdle; and 5,693 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term). One third of the Restricted

(3) Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.

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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