

CHARTER COMMUNICATIONS, INC. /MO/
 Form 3
 April 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CRESTVIEW PARTNERS, L.P. | | | (Month/Day/Year) | CHARTER COMMUNICATIONS, INC. /MO/ [CHTR] | |
| (Last) | (First) | (Middle) | 03/22/2011 | | |
| C/O CRESTVIEW, L.L.C., Â 667 MADISON AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10065 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class A Common Stock (the "Common Stock") | 3,403,023 <u>(1)</u> <u>(2)</u> | I <u>(1)</u> | See Footnote (1) and (2) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative |
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|
| | | | | | Security: Direct (D) or Indirect (I) (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CRESTVIEW PARTNERS, L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| ENCORE, LLC C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| CRESTVIEW PARTNERS (PF), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| CRESTVIEW HOLDINGS (TE), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| ENCORE (ERISA), LTD C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| CRESTVIEW PARTNERS (ERISA), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| CRESTVIEW OFFSHORE HOLDINGS (CAYMAN), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |
| Crestview Partners GP, L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | ^ | ^ X | ^ | ^ |

Signatures

CRESTVIEW, L.L.C., for itself and as direct or indirect managing member or general partner of each other Reporting Person (see Exhibit 99.1), By: /s/ Evelyn Pellicone, Title: Chief Financial Officer

03/31/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) See Exhibit 99.1 for text of footnote (1)

(2) See Exhibit 99.1 for text of footnote (2)

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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