

Lee Edgar
Form 4
January 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Lee Edgar

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVE, 28TH FLOOR

(Street)

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

LOS ANGELES, CA 90071

(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 | (A) or (D) | Price |
| CLASS A COMMON STOCK | 12/29/2011 | | J | | 2,441,286 | D | \$ 54.35 |
| | | | | | | | 17,283,819 |
| | | | | | | | D ⁽¹⁾ ⁽²⁾ ₍₃₎ |
| CLASS A COMMON STOCK | 12/30/2011 | | J | | 550,000 | D | \$ 54.35 |
| | | | | | | | 16,733,819 |
| | | | | | | | D ⁽¹⁾ ⁽²⁾ ₍₃₎ |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Edgar C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVE, 28TH FLOOR LOS ANGELES, CA 90071 | X | X | | |

Signatures

/s/ Edgar Lee 01/03/2011

**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).

The amount reported includes an aggregate of (a) 17,283,819 shares of the Class A Common Stock of which Oaktree Opportunities Investments, L.P. ("OOI") is the direct owner on December 29, 2011 and (b) 16,733,819 shares of Class A Common Stock of which OOI is the direct owner on December 30, 2011.

- Each of Oaktree Fund GP, LLC ("GP"), in its capacity as the general partner of OOI; Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the managing member of GP; Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), in its capacity as the general partner of OCGH, may be deemed to beneficially own these securities due to their ability to directly or indirectly direct decisions regarding the vote and disposition of securities held by OOI.
- (3) These securities may be deemed beneficially owned by Mr. Lee by virtue of his being an officer or equivalent of GP I. Mr. Lee disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein, and the inclusion of these securities

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in this Form 4 shall not be deemed to be an admission that Mr. Lee has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.