

CHARTER COMMUNICATIONS INC /MO/
Form 424B3
October 01, 2001

Filing Pursuant to Rule 424(b)(3)
Registration Statement No. 333-54394

PROSPECTUS SUPPLEMENT NO. 11 DATED OCTOBER 1, 2001
TO PROSPECTUS DATED FEBRUARY 6, 2001,
AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT NOS. 1, 2, 3, 4, 5, 6, 7, 8, 9 AND 10

CHARTER COMMUNICATIONS, INC.

\$750,000,000 of 5.75% Convertible Senior
Notes due 2005 and 34,786,650 Shares of Class A
Common Stock Issuable Upon Conversion of the
5.75% Convertible Senior Notes due 2005
and
31,664,667 Issued or Issuable Shares of Class A Common Stock

This prospectus supplement relates to (1) \$750,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 of Charter Communications, Inc., and 34,786,650 shares of Class A common stock of Charter Communications, Inc., which are initially issuable upon conversion of the notes, plus an indeterminate number of shares as may become issuable upon conversion as a result of adjustments to the conversion rate; and (2) 31,664,667 shares of Class A common stock of Charter Communications, Inc. issued or issuable to certain entities in connection with Charter Communications, Inc.'s purchase of certain cable systems in 2000 plus an indeterminate number of shares as may become issuable upon certain events. This prospectus supplement should be read in conjunction with the prospectus dated February 6, 2001, Prospectus Supplement No. 1 dated February 16, 2001, Prospectus Supplement No. 2 dated February 20, 2001, Prospectus Supplement No. 3 dated March 15, 2001, Prospectus Supplement No. 4 dated April 3, 2001, Prospectus Supplement No. 5 dated April 30, 2001, Prospectus Supplement No. 6 dated May 3, 2001, Prospectus Supplement No. 7 dated May 18, 2001, Prospectus Supplement No. 8 dated June 5, 2001, Prospectus Supplement No. 9 dated July 6, 2001 and Prospectus Supplement No. 10 dated July 16, 2001, which are to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in Prospectus Supplement No. 10:

| Selling Securityholder | Convertible Senior Notes | |
|------------------------|---|---|
| | Amount of Notes Owned Before Offering | Principal Amount of Notes That May Be Sold |
| | | |

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|---|-------------|-------------|
| AAM/Zazove Institutional Income Funds, LP (GS)..... | \$1,300,000 | \$1,300,000 |
| AFTRA Health Fund..... | 1,000,000 | 1,000,000 |
| AIG/National Union Fire Insurance Ltd..... | 800,000 | 800,000 |
| AIG Soundshore Opportunity Holding Fund, Ltd. | 3,500,000 | 3,500,000 |
| AIG Soundshore Strategic Holding Fund, Ltd..... | 4,000,000 | 4,000,000 |
| AIM Strategic Income Fund..... | 1,500,000 | 1,500,000 |
| Alexandra Global Investment Fund I Ltd..... | 3,000,000 | 3,000,000 |
| Allstate Insurance Company..... | 1,500,000 | 1,500,000 |
| Allstate Life Insurance Company..... | 375,000 | 375,000 |
| Aloha Airlines Non-Pilots Pension Trust..... | 245,000 | 245,000 |
| Aloha Pilots Retirement Trust..... | 140,000 | 140,000 |
| Alpha US Sub Fund VIII, LLC..... | 1,250,000 | 1,250,000 |
| Alpine Associates..... | 5,600,000 | 5,600,000 |
| Alpine Partners, L.P..... | 900,000 | 900,000 |
| Argent Classic Convertible Arbitrage Fund L.P..... | 4,000,000 | 4,000,000 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) L.P..... | 11,000,000 | 11,000,000 |
| Argent Convertible Arbitrage Fund Ltd..... | 10,000,000 | 10,000,000 |
| Aristeia International, Limited..... | 5,160,000 | 5,160,000 |
| Aristeia Trading, L.P..... | 3,340,000 | 3,340,000 |
| Arkansas PERS..... | 800,000 | 800,000 |
| Arkansas Teachers Retirement..... | 6,376,000 | 6,376,000 |
| Associated Electric & Gas Insurance Services Limited..... | 800,000 | 800,000 |
| Bank Austria Cayman Islands, Ltd..... | 8,800,000 | 8,800,000 |
| Baptist Health of South Florida..... | 407,000 | 407,000 |
| BBT Fund, L.P..... | 16,000,000 | 16,000,000 |
| Bear, Stearns & Co. Inc.(1)..... | 5,000,000 | 5,000,000 |
| Black Diamond Offshore, Ltd..... | 281,000 | 281,000 |
| BNP Paribas Equity Strategies..... | 13,845,000 | 13,845,000 |
| BNP Cooper Neff Convertible Strategies Fund, L.P..... | 1,155,000 | 1,155,000 |
| Boilermakers Blacksmith Pension Trust..... | 1,075,000 | 1,075,000 |
| Boston Museum of Fine Arts..... | 170,000 | 170,000 |
| Boulder II Limited..... | 6,762,000 | 6,762,000 |

Convertible Senior Notes

| Selling Securityholder | Amount of Notes Owned Before Offering | Principal Amount of Notes That May Be Sold |
|---|---|---|
| BP Amoco PLC Master Trust..... | 2,162,000 | 2,162,000 |
| BT Equity Opportunities..... | 4,000,000 | 4,000,000 |
| BT Equity Strategies..... | 1,500,000 | 1,500,000 |
| C&H Sugar Company, Inc..... | 385,000 | 385,000 |
| Canyon Capital Arbitrage Master Fund, Ltd. | 5,400,000 | 5,400,000 |
| Canyon Capital Realization (Cayman), Ltd..... | 22,925,000 | 22,925,000 |

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|---|------------|------------|
| Capital Guardian Global Convertible Fund #011..... | 290,000 | 290,000 |
| Chrysler Corporation Master Retirement Trust..... | 3,300,000 | 3,300,000 |
| CIBC World Markets..... | 3,595,000 | 3,595,000 |
| CIBC World Markets (International) Arbitrage Corp..... | 4,000,000 | 4,000,000 |
| Citi JL, Ltd. | 117,000 | 117,000 |
| Clinton Riverside Convertible Portfolio Limited..... | 7,000,000 | 7,000,000 |
| Common Fund Event Driven Company 6..... | 107,000 | 107,000 |
| Conseco Fund Group - Convertible Securities Fund..... | 1,000,000 | 1,000,000 |
| DeAM Convertible Arbitrage Fund, Ltd..... | 2,200,000 | 2,200,000 |
| Deephaven Domestic Convertible Trading Ltd..... | 16,250,000 | 16,250,000 |
| Delaware PERS..... | 1,550,000 | 1,550,000 |
| Delta Airlines Master Trust (c/o Oaktree Capital Management, LLC)..... | 1,440,000 | 1,440,000 |
| Delta Pilots D&S Trust..... | 440,000 | 440,000 |
| D.E. Shaw Valence, L.P..... | 1,600,000 | 1,600,000 |
| D.E. Shaw Investments, L.P..... | 400,000 | 400,000 |
| Deutsche Bank Securities Inc..... | 24,300,000 | 24,300,000 |
| Double Black Diamond Offshore, LDC..... | 1,168,000 | 1,168,000 |
| Duckbill & Co..... | 2,500,000 | 2,500,000 |
| Engineers Joint Pension Fund..... | 700,000 | 700,000 |
| Enterprise Convertible Security Fund..... | 101,000 | 101,000 |
| Evergreen Equity Income Fund..... | 7,000,000 | 7,000,000 |
| F.R. Convrt Sec. Fn. | 85,000 | 85,000 |
| Family Service Life Insurance Company..... | 300,000 | 300,000 |
| Federated American Leaders Fund Inc..... | 18,500,000 | 18,500,000 |
| Federated Equity Funds, on behalf of its | | |
| Federated Capital Appreciation Fund..... | 7,600,000 | 7,600,000 |

| Selling Securityholder | Convertible Senior Notes | |
|--|---|---|
| | Amount of Notes Owned Before Offering | Principal Amount of Notes That May Be Sold |
| Federated Equity Income Fund, Inc. | 42,000,000 | 42,000,000 |
| Federated Insurance Series, on behalf of its | | |
| Federated American Leaders Fund II..... | 2,400,000 | 2,400,000 |
| Federated Insurance Series, on behalf of its | | |
| Federated Equity Income Fund II..... | 1,600,000 | 1,600,000 |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund..... | 13,250,000 | 13,250,000 |
| Fortis Series Fund, Inc. on behalf of its | | |
| American Leaders Series..... | 50,000 | 50,000 |
| Gaia Offshore Master Fund Ltd..... | 7,000,000 | 7,000,000 |
| Gary Anderson Marital Living Trust..... | 200,000 | 200,000 |
| General Motors Employees Global Group Pension Trust... | 3,500,000 | 3,500,000 |
| General Motors Welfare Benefit Trust (LT - VEBA)..... | 2,500,000 | 2,500,000 |
| Goldman, Sachs & Co.(1)..... | 57,673,000 | 57,673,000 |
| Grace Brothers, Ltd..... | 2,500,000 | 2,500,000 |

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|--|------------|------------|
| Guardian Life Insurance Company of America..... | 10,200,000 | 10,200,000 |
| Guardian Pension Trust..... | 400,000 | 400,000 |
| Hawaiian Airline Pilots Retirement Plan..... | 220,000 | 220,000 |
| Hawaiian Airlines Employees Pension Plan - IAM..... | 115,000 | 115,000 |
| Hawaiian Airlines Pension Plan for Salaried Employees..... | 25,000 | 25,000 |
| HBK Master Fund L.P..... | 46,000,000 | 46,000,000 |
| HFR Master Fund, Ltd..... | 200,000 | 200,000 |
| Highbridge International LLC..... | 25,900,000 | 25,900,000 |
| Hotel Union and Hotel Industry of Hawaii..... | 490,000 | 490,000 |
| ICI American Holdings Trust..... | 825,000 | 825,000 |
| Island Holdings..... | 50,000 | 50,000 |
| ITG Inc..... | 204,000 | 204,000 |
| James Campbell Corporation..... | 270,000 | 270,000 |
| Jefferies & Company Inc..... | 10,000 | 10,000 |
| JMG Capital Partners, LP..... | 10,500,000 | 10,500,000 |
| Julius Baer Securities, Inc..... | 450,000 | 450,000 |
| KBC Financial Products USA..... | 2,000,000 | 2,000,000 |
| Lancer Securities Cayman Ltd. | 800,000 | 800,000 |
| Leonardo, L.P..... | 11,950,000 | 11,950,000 |
| Levco Alternative Fund, Ltd. | 3,173,000 | 3,173,000 |
| Lipper Convertibles, L.P. | 12,000,000 | 12,000,000 |
| Lumberman's Mutual Casualty..... | 722,000 | 722,000 |
| Lydian Overseas Partners Master Fund..... | 35,000,000 | 35,000,000 |

| Selling Securityholder | Convertible Senior Notes | |
|--|---------------------------------------|--|
| | Amount of Notes Owned Before Offering | Principal Amount of Notes That May Be Sold |
| Mainstay Convertible Fund..... | 7,500,000 | 7,500,000 |
| Mainstay VP Convertible Portfolio..... | 1,000,000 | 1,000,000 |
| McMahan Securities Co. L.P..... | 174,000 | 174,000 |
| Merrill Lynch, Pierce Fenner & Smith, Inc.(1)..... | 450,000 | 450,000 |
| Morgan Stanley & Co.(1)..... | 350,000 | 350,000 |
| Morgan Stanley Dean Witter Convertible Securities Trust(1)..... | 3,000,000 | 3,000,000 |
| Motion Picture Industry Health Plan - Active Member Fund..... | 390,000 | 390,000 |
| Motion Picture Industry Health Plan - Retiree Member Fund..... | 90,000 | 90,000 |
| Museum of Fine Arts, Boston..... | 46,000 | 46,000 |
| Nalco Chemical Company..... | 260,000 | 260,000 |
| Nationwide Separate Account Trust, on behalf of its Nationwide Equity Income Fund..... | 800,000 | 800,000 |
| Navigator Offshore Fund Ltd..... | 1,597,000 | 1,597,000 |
| Navigator Partners LP..... | 690,000 | 690,000 |
| Navigator Special Partners LP..... | 213,000 | 213,000 |
| Nicholas Applegate Convertible Fund..... | 2,291,000 | 2,291,000 |

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|--|-----------|-----------|
| Nomura International PLC London..... | 9,000,000 | 9,000,000 |
| Northern Income Equity Fund..... | 1,000,000 | 1,000,000 |
| OCM Convertible Trust..... | 2,270,000 | 2,270,000 |
| Ohio National Fund, Inc., on behalf of its Blue Chip Portfolio..... | 50,000 | 50,000 |
| Ohio National Fund, Inc., on behalf of its Equity Income Portfolio..... | 130,000 | 130,000 |
| Onex Industrial Partners Limited..... | 3,350,000 | 3,350,000 |
| Oppenheimer Convertible Securities Fund | 6,000,000 | 6,000,000 |
| OZ Master Fund, Ltd..... | 6,000,000 | 6,000,000 |
| Pacific Life Insurance Company..... | 1,000,000 | 1,000,000 |
| Palladin Securities LLC..... | 500,000 | 500,000 |
| Park Avenue Life Insurance Company..... | 100,000 | 100,000 |
| Parker-Hannifin Corporation..... | 79,000 | 79,000 |
| Partner Reinsurance Company Ltd..... | 765,000 | 765,000 |
| Pebble Capital, Inc. | 1,350,000 | 1,350,000 |
| Pell Rudman Trust Company..... | 1,550,000 | 1,550,000 |
| Peoples Benefit Life Insurance Company TEAMSTERS separate account..... | 3,750,000 | 3,750,000 |
| PGEP III LLC..... | 500,000 | 500,000 |
| PHEP IV, Inc..... | 116,000 | 116,000 |
| Physicians Life..... | 549,000 | 549,000 |
| PRIM Board..... | 3,115,000 | 3,115,000 |
| Primerica Life Insurance Company..... | 1,503,000 | 1,503,000 |

Convertible Senior Notes

| Selling Securityholder | Amount of Notes Owned Before Offering | Principal Amount of Notes That May Be Sold |
|---|---|---|
| Principal Investors Fund, Inc. on behalf of its Partners Large Cap Blend Fund..... | 40,000 | 40,000 |
| Purchase Associates, L.P..... | 1,103,000 | 1,103,000 |
| Putnam Asset Allocation Funds - Balanced Portfolio.... | 447,000 | 447,000 |
| Putnam Asset Allocation Funds - Conservative Portfolio..... | 508,000 | 508,000 |
| Putnam Convertible Income - Growth Trust..... | 4,500,000 | 4,500,000 |
| Putnam Convertible Opportunities and Income Trust..... | 114,000 | 114,000 |
| Queens Health Plan..... | 85,000 | 85,000 |
| R2 Investments, LDC..... | 42,000,000 | 42,000,000 |
| RCG Multi Strategy LP..... | 300,000 | 300,000 |
| Retail Clerks Pension Trust..... | 3,000,000 | 3,000,000 |
| Retail Clerks Pension Trust #2..... | 2,000,000 | 2,000,000 |
| Sage Capital..... | 3,850,000 | 3,850,000 |
| Salomon Smith Barney Inc..... | 1,030,000 | 1,030,000 |
| San Diego City Retirement..... | 1,371,000 | 1,371,000 |
| San Diego County Convertible..... | 2,960,000 | 2,960,000 |
| San Diego County Employees Retirement Association..... | 1,900,000 | 1,900,000 |
| Screen Actors Guild Pension Convertible..... | 745,000 | 745,000 |

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|---|------------|------------|
| Silvercreek Limited Partnership..... | 3,038,000 | 3,038,000 |
| St. Albans Partners Ltd. | 5,000,000 | 5,000,000 |
| Starvest Combined Portfolio..... | 1,000,000 | 1,000,000 |
| State Employees' Retirement Fund of the State of Delaware..... | 1,720,000 | 1,720,000 |
| State of Connecticut Combined Investment Funds..... | 3,805,000 | 3,805,000 |
| State of Oregon - Equity..... | 5,025,000 | 5,025,000 |
| State of Oregon/SAIF Corporation..... | 9,785,000 | 9,785,000 |
| SunAmerica Series Trust, on behalf of its Federated Value Portfolio..... | 1,000,000 | 1,000,000 |
| TCI Bresnan, LLC..... | 0 | N/A |
| TCID of Michigan, Inc. | 0 | N/A |
| TCW Group, Inc. | 12,075,000 | 12,075,000 |
| The Class IC Company, Ltd. | 3,000,000 | 3,000,000 |
| The Estate of James Campbell..... | 356,000 | 356,000 |
| The Travelers Indemnity Company..... | 4,956,000 | 4,956,000 |
| The Travelers Insurance Company - Life..... | 2,548,000 | 2,548,000 |
| The Travelers Insurance Company Separate Account TLAC..... | 289,000 | 289,000 |

Convertible Senior Notes

| Selling Securityholder | Amount of Notes Owned Before Offering | Principal Amount of Notes That May Be Sold |
|--|---|---|
| The Travelers Life and Annuity Company..... | 304,000 | 304,000 |
| TQA Master Plus Fund, Ltd. | 1,000,000 | 1,000,000 |
| TQA Masterfund, Ltd. | 3,650,000 | 3,650,000 |
| Travelers Series Trust Convertible Bond Portfolio..... | 400,000 | 400,000 |
| Tribeca Investments LLC..... | 27,500,000 | 27,500,000 |
| UBS AG London Branch..... | 14,000,000 | 14,000,000 |
| UBS O'Connor LLC (f/b/o UBS Global Equity Arbitrage Master, Ltd.)..... | 10,000,000 | 10,000,000 |
| UBS Warburg LLC..... | 3,500,000 | 3,500,000 |
| University of Rochester..... | 43,000 | 43,000 |
| Value Line Convertible Fund, Inc. | 500,000 | 500,000 |
| Value Realization Fund, LP..... | 11,675,000 | 11,675,000 |
| Van Kampen Harbor Fund..... | 3,000,000 | 3,000,000 |
| Vanguard Convertible Securities Fund, Inc..... | 5,420,000 | 5,420,000 |
| Viacom Inc. Pension Plan Master Trust..... | 68,000 | 68,000 |
| Wake Forest University..... | 1,296,000 | 1,296,000 |
| Wasserstein Perella Securities Inc..... | 1,000,000 | 1,000,000 |
| While River Securities L.L.C..... | 5,000,000 | 5,000,000 |
| Worldwide Transactions, Ltd..... | 51,000 | 51,000 |
| Writers Guild Convertible..... | 435,000 | 435,000 |
| Wyoming State Treasurer..... | 1,496,000 | 1,496,000 |
| Yield Strategies Fund I LP..... | 1,000,000 | 1,000,000 |
| ZCM/HFR Index Management, L.L.C. (f/k/a Zurich HFR Master Hedge Fund Index Ltd.)..... | 100,000 | 100,000 |

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|---|-----------|-----------|
| Zeneca AG Products, Inc. | 150,000 | 150,000 |
| Zeneca Holdings Trust..... | 375,000 | 375,000 |
| Zurich HFR Master Hedge Fund Index LTD..... | 3,200,000 | 3,200,000 |

- (1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.
- (2) Represents the number of shares of Class A common stock for which the selling securityholders may exchange their Class A Preferred Units in CC VIII, LLC and an indeterminate number of shares issuable upon such exchange, as such number may be adjusted under certain circumstances.

SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS TO READ ABOUT IMPORTANT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE CONVERTIBLE SENIOR NOTES OR SHARES OF OUR CLASS A COMMON STOCK.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 1, 2001.