

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

January 17, 2014

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

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)

01/15/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Gen Counsel/Corp Secretary

C/O CHARTER
COMMUNICATIONS, INC., 400
ATLANTIC STREET, 10TH
FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

STAMFORD, CT 06901

(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)	Price

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)**

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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 Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (3-Year Cliff)	\$ 136.425	01/15/2014		A	24,536	01/15/2017 ⁽¹⁾ 01/15/2024	Class A Common Stock 24,536
Restricted Stock Units (3-Year Cliff)	\$ 0 ⁽²⁾	01/15/2014		A	1,100	01/15/2017 ⁽³⁾ ⁽⁴⁾	Class A Common Stock 1,100

Reporting Owners

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

Signatures

/s/Richard R.
Dykhous 01/16/2014

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 January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will
- (1) vest on the third anniversary of the grant date, January 15, 2017. Such options will terminate 10 years from date of grant unless terminated sooner in accordance with the plan or grant agreement.
- (2) Restricted Stock Unit Grant - Price Not Applicable.
- (3) Restricted Stock Units granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 15, 2017.
- (4) Not applicable.

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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