

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ 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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> <u>Dykhous Richard R</u>  (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET</u>  (Street) <u>STAMFORD CT 06901</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/07/2019</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP/Gen Counsel/Corp Secretary</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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	02/07/2019		M <sup>(1)</sup>		11,000	A	\$87.19	16,610.1	D	
Class A Common Stock	02/07/2019		S		11,000	D	\$340.72	5,610.1	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$87.19 <sup>(2)</sup>	02/07/2019		M			11,000	(2)	02/20/2023	Class A Common Stock	11,000	\$0	18,351	D	

**Explanation of Responses:**

1. Exercise of stock options granted 2/20/2013.

2. On 2/20/2013, the reporting person was granted 36,000 stock options 25% to vest in four equal installments on each of the first four anniversaries of 12/31/2012, subject to the achievement of stock price thresholds of \$85 per share for 50% of the stock options and \$105 per share for 50% of the stock options. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and number of stock options.

**Remarks:**

/s/ Daniel Bollinger as attorney- 02/08/2019  
in-fact for Richard R. Dykhous

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned constitutes and appoints each of Thomas E. Proost, Dan Bollinger, Constance C. Kovach and Jennifer Dau-Sullivan, acting alone, as his true and law

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exercise of any of the rights and powers herein c

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of the Company. This Power of Attorney shall ter

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: 12/30/2014 By: /s/Richard R. Dykhouse

Print Name: Richard R. Dykhouse

Sec.16PowerAtty.doc