

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

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
 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**

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

1. Name and Address of Reporting Person * <u>Howard Kevin D</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)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <u>SVP/CAO/Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/04/2019		S		1,012	D	\$341.8331	3,059	D	
Class A Common Stock	02/04/2019		M <sup>(1)</sup>		5,652	A	\$39.13	8,711	D	
Class A Common Stock	02/04/2019		S		5,652	D	\$343.6963	3,059	D	
Class A Common Stock	02/04/2019		M <sup>(2)</sup>		7,533	A	\$60.96	10,592	D	
Class A Common Stock	02/04/2019		S		7,533	D	\$342.9826 <sup>(3)</sup>	3,059	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	\$39.13	02/04/2019		M <sup>(1)</sup>			5,652	(4)	07/27/2020	Class A Common Stock	5,652	\$0	0	D	
Stock Options	\$60.96	02/04/2019		M <sup>(2)</sup>			7,533	(5)	04/26/2021	Class A Common Stock	7,533	\$0	6,030	D	

**Explanation of Responses:**

1. Exercise of stock options granted 7/27/2010.

2. Exercise of stock options granted 4/26/2011.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.94 to \$343.31, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. On 7/27/2010, the reporting person was granted 22,605 stock options 25% to vest in four equal installments on each of the first four anniversaries of 7/27/2010. 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.

5. On 4/26/2011, the reporting person was granted 18,084 stock options 25% to vest in four equal installments on each of the first four anniversaries of 4/26/2011. 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/Kevin D. Howard

02/06/2019

\*\* 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.**