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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**Charter Communications, Inc.**  
(Name of Issuer)

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**Class A Common Stock**  
(Title of Class of Securities)

**16117M305**  
(CUSIP Number)

**December 31, 2011**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 16117M305	
1.	Names of Reporting Persons. Paul G. Allen
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization  United States of America
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	5. Sole Voting Power  6,847,990 Shares (1)
	6. Shared Voting Power  -0- Shares
	7. Sole Dispositive Power  6,847,990 Shares (1)
	8. Shared Dispositive Power  -0- Shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  6,847,990 Shares (1)
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)  6.1% (2)
12.	Type of Reporting Person (See Instructions)  IN

- (1) Represents (a) 1,791,376 shares of Class A Common Stock of the Issuer, (b) 4,669,384 shares of Class A Common Stock of the Issuer issuable upon the exercise of seven-year warrants, and (c) 387,230 shares of Class A Common Stock of the Issuer issuable upon the exercise of five-year warrants. Effective January 18, 2011, the Issuer converted all 2,241,299 shares of Class B Common Stock of the Issuer then held by the Reporting Person into 2,241,299 shares of Class A Common Stock of the Issuer, which resulted in no change in the Reporting Person's beneficial ownership of Class A Common Stock of the Issuer.
- (2) The calculation of the percentage assumes that (i) the warrants to purchase Class A Common Stock of the Issuer held by the Reporting Person have been exercised and (ii) there are 107,633,812 shares of Class A Common Stock of the Issuer issued and outstanding as reported in the Form 10-Q of the Issuer filed on November 1, 2011).

**Item 1.**

- (a) Name of Issuer:  
Charter Communications, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
12405 Powerscourt Drive  
St. Louis, Missouri 63131

**Item 2.**

- (a) Name of Person Filing:  
Paul G. Allen
- (b) Address of Principal Business Office, or if none, Residence:  
c/o Vulcan, Inc.  
505 Fifth Avenue South, Suite 900  
Seattle, Washington 98104
- (c) Citizenship:  
United States of America
- (d) Title of Class of Securities:  
Class A Common Stock
- (e) CUSIP Number:  
16117M305

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

- (a) Amount beneficially owned: 6,847,990 Shares (1)
- (b) Percent of class: 6.1% (2)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 6,847,990 Shares (1)
  - (ii) Shared power to vote or to direct the vote: -0- Shares
  - (iii) Sole power to dispose or to direct the disposition of: 6,847,990 Shares (1)
  - (iv) Shared power to dispose or to direct the disposition of: -0- Shares

(1) Represents (a) 1,791,376 shares of Class A Common Stock of the Issuer, (b) 4,669,384 shares of Class A Common Stock of the Issuer issuable upon the exercise of seven-year warrants, and (c) 387,230 shares of Class A Common Stock of the Issuer issuable upon the exercise of five-year warrants. Effective January 18, 2011, the Issuer converted all 2,241,299 shares of Class B Common Stock of the Issuer then held by the Reporting Person into 2,241,299 shares of Class A Common Stock of the Issuer, which resulted in no change in the Reporting Person's beneficial ownership of Class A Common Stock of the Issuer.

(2) The calculation of the percentage assumes that (i) the warrants to purchase Class A Common Stock of the Issuer held by the Reporting Person have been exercised and (ii) there are 107,633,812 shares of Class A Common Stock of the Issuer issued and outstanding as reported in the Form 10-Q of the Issuer filed on November 1, 2011).

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2012

PAUL G. ALLEN

By: /s/ Paul Ghaffari, by Power of Attorney  
Paul Ghaffari

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**EXHIBIT INDEX**

10.1 Power of Attorney of Paul G. Allen, dated November 29, 2011.

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes, designates and appoints **Paul Ghaffari** and **Amber Caska-Wright** as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution and full power to act alone and without the other, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to execute, acknowledge, deliver and file any and all filings required by the Securities Exchange Act of 1934, as amended, including Sections 13 and 16 of such Act, and the rules and regulations thereunder, and requisite documents in connection with such filings, including but not limited to Forms 3, 4 and 5, Schedules 13D and 13G and Form 13H under such act and any amendments thereto.

This power of attorney shall be valid from the date hereof until revoked by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 29th day of November, 2011.

/s/ Paul G. Allen

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Paul G. Allen