FORM 4

OMB APPROVAL
OMB NUMBER 3235-0287

EXPIRES: DECEMBER 31, 2001
ESTIMATED AVERAGE BURDEN
HOURS PER RESPONSE......0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

							54,000(1)		
Class A Common Stock		6/20/02	Р	1,500	Α	5.07		I	Footnote (2)
1. Title of Security (Instr. 3)		Transaction Date (Month/Day/ Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	of Month	(I)	Beneficial Ownership (Instr. 4)
====		2. Transaction	3.	4. Securities Ac Disposed of ((Instr. 3, 4	quired (D) and 5)	•	5. Amount of Securities Beneficially - Owned at End	6. Owner- ship Form: Direct	7. Nature of Indirect
		RIVATIVE SECURITIES ACC	QUIRED, DISPOS	ED OF,					
	[X] Form filed by One [_] Form filed by More		rson						
7.	Individual or Joint/Group Filing (Check applicable line)								
	Executive Vice	e President and Chief O	perating Offic	er					
	[_] Director [X] Officer (give titl	e below) []	10% Owner Other (speci	fy below)					
6.	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
5.	If Amendment, Date of O								
		June 2002							
4.	Statement for Month/Yea	 ır							
3.									
2.	Issuer Name and Ticker Chart	er Communications, Inc	CHTR						
	St. Louis City)	M0 (State)	63131 (Zip)						
		(Street)							
	c/o	Charter Communications 12405 Powerscourt Driv	ve						
	_ast)		(Middle)						
	Barford	David	G.						
 1.	Name and Address of Rep	norting Person*							
	Check this box if no lo obligations may continu nt or Type Responses)	e. See Instruction 1(b).						

(1) Total number of Class A Common Stock beneficially owned at the end of the month includes 37,500 shares restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan which vest in 36 equal monthly installments commencing November 1, 2002, conditioned upon the reporting person continuous employment with Charter Communications, Inc.

(2) Barford Family Trust.

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

 * $\,$ If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A) (D)	Expiration I (Month/Day/\) Date Exp	e and Date (Year) cpira-	7. Title and of Underl Securitie (Instr. 3	ying es B and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)

^{**} 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

> /s/ David G. Barford July 3, 2002 David G. Barford

**Signature of Reporting Person