

FORM 4

OMB APPROVAL

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response 0.5

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

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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person*</p> <p style="text-align: center;">Allen Paul G.</p> <hr/> <p>(Last) (First) (Middle)</p> <p>c/o Charter Communications, Inc.</p> <hr/> <p style="text-align: center;">(Street)</p> <p>12405 Powercourt Drive</p> <hr/> <p>(City) (State) (Zip)</p> <p>St. Louis MO 63131</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">Charter Communications, Inc. - CHTR</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p>	<p>6. Relationship of Reporting Person(s) to issuer (Check all Applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>4. Statement for Month/Year 6/02</p> <p style="text-align: right;">Chairman</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (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	6/27/02	P	637,724 A \$3.1393			
Class A Common Stock	6/27/02	P	196,376 A \$3.30			
Class A Common Stock	6/27/02	P	165,900 A \$3.2730			
Class A Common Stock	6/28/02	P	39,500 A \$3.6448			
Class A Common Stock	6/28/02	P	11,700 A \$3.6812			
Class A Common Stock	6/28/02	P	214,605 A \$3.8973			
Class A Common Stock	6/28/02	P	66,700 A \$3.999			
Class A Common Stock	6/28/02	P	91,588 A \$4.00			

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		Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	6/28/02	P		36,700	A	\$4,0371			
Class A Common Stock	6/28/02	P		99,500	A	\$4.2382			
Class A Common Stock	6/28/02	P		93,756	A	\$4.2416			
Class A Common Stock	6/28/02	P		75,000	A	\$4.2367			
Class A Common Stock	6/28/02	P		144,997	A	\$4.2395			
Class A Common Stock	6/28/02	P		3,125,954	A	\$4.25	18,431,870	D	

Explanation of Responses:

**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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

**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/ JOSEPH FRANZI

July 1, 2002

**Signature of Reporting Person
Joseph Franzi as Attorney-in-Fact for Paul G. Allen pursuant to a Power of Attorney filed with the Reporting Person's Schedule 13G for Pathogenesis, Inc. on August 30, 1999 and incorporated by reference herein.

Date