OMB APPROVAL

FORM 4

OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response .... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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)

(City) (State) (Zip) (State) (Zip) (City) (State) (Zip) (City) (State) (Zip) (City) (State) (Zip) (City) (C	1. Name and Address of Reporting Person* Kalkwarf Kent D.				Charte	er Commun	ications,	or Trading Symbol 6. Relationship of Reporting Person(s) Inc CHTR to Issuer (Check all applicable) Director 10% Owner			
(Street) (Street) (Voluntary) (Street)	, , , , , , , , , , , , , , , , , , , ,		3. I.R.S. Identification Number of Reporting			4. Statement for X Officer (give Other (Specif					
12405 Powerscourt Drive							onore	4	Exe Chi	below) cutive Vice Pres ef Financial Of	sident & ficer
St. Louis MO 63131 TABLE I NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  1. Title of Security 2. Trans- 3. Transac- 4. Securities Acquired (A) 5. Amount of Se- 6. Owner- 7. Nature action tion or Disposed of (D) curities Benefi- ship of In- Code (Instr. 3, 4 and 5) cially Owned at Form: direct End of Month Direct Benefi- (Instr. 8) (Month/ Day/	12405	Powerscourt [	Orive					5. If Amendme Date of O	ent, 7. Individua riginal (Check Ap ar) Form Repc Form One	l or Joint/Group plicable Line) filed by One rting Person filed by More Reporting Person	p Filing than
Class A Common Stock   2/19   p   1,400   A   9.59   D   Curities Beneficially Owned at Form: direct (Instr. 3)   End of Month (Instr. 4)   End of Month (Instr. 3 and 4)   End of Month (Instr. 4)   End of Month (Instr. 4)   End of Month (Instr. 3 and 4)   End of Month (Instr. 4)   End of Month (Instr. 3 and 4)   End of Month (Instr. 4)   End of Month (Instr. 3 and 4)   End of Month (Instr. 4)   End of Month (Instr. 3 and 4)   End of Month (Instr. 4)   End of Mon	4 /				TABLE	I NON	-DERIVATI	VE SECURITIES	ACQUIRED, DISPOSED	OF, OR BENEFICIA	ALLY OWNED
Year) Code V Amount (A) or Price (I) ship (Instr. 4) (Instr. 4)  Class A Common Stock 2/13 p 1,400 A 10.81 D  Class A Common Stock 2/19 p 370 A 9.61 I  Class A Common Stock 2/19 p 140 A 9.77 I  Class A Common Stock 2/19 p 1,090 A 9.59 D			action Date (Month/	3.	tion or Disposed Code (Instr. 3, 4			f (D)	curities Benefi- cially Owned at End of Month	ship of Ir Form: direct Direct Benef (D) or cial	of In- direct Benefi- cial
Class A Common Stock 2/19 p 370 A 9.61 I  Class A Common Stock 2/19 p 140 A 9.77 I  Class A Common Stock 2/19 p 1,090 A 9.59 D			-	Code	V	Amount		Price		(I)	ship (Instr.
Class A Common Stock 2/19 p 370 A 9.61 I Class A Common Stock 2/19 p 140 A 9.77 I Class A Common Stock 2/19 p 1,090 A 9.59 D										D	
Class A Common Stock 2/19 p 140 A 9.77 I Class A Common Stock 2/19 p 1,090 A 9.59 D Class A Common Stock 2/19 p 62,000	Class A Common	Stock	2/19	р		370	A	9.61		I	
lass A Common Stock 2/19 p 1,090 A 9.59 D 62,000	lass A Common	Stock	2/19	р		140	A	9.77		I	
62,000						1,090	A	9.59		D	
									62,000		
·											

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  $\star$  If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

(Over)

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FORM 4
(CONTINUED)
TABLE II --
 DERIVATIVE
 SECURITIES
 ACQUIRED,
DISPOSED OF,
     OR
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
 WARRANTS,
  OPTIONS,
CONVERTIBLE
SECURITIES)
_____
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-- 1. Title
    of
 Derivative
 2. Conver-
3. Trans- 4. Trans- 5.
Number of 6.
 Date Exer-
7. Title and
 Amount 8.
   Price
  Security
  sion or
   action
   action
 Derivative
cisable and
    of
 Underlying
 of (Instr.
3) Exercise
 Date Code
 Securities
    Ac-
 Expiration
 Securities
Deriv- Price
 of (Month/
   (Instr.
 quired (A)
 or Date
(Instr. 3
and 4) ative
Deriv- Day/
8) Disposed of (D)
(Month/Day/
Secur- ative
   Year)
 (Instr. 3,
4, Year) ity
Security and
 5) (Instr.
·
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  -- Date
  Expira-
Amount or --
Exer- tion
Title Number
 of Code {\tt V}
(A) (D) cisable Date Shares - ---
_____
_____
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\_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ -----\_\_\_\_\_ -----\_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ -----\_\_\_\_\_ \_\_\_\_\_ -----\_\_ \_ \_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ --------- 1. Title of Derivative 9. Number of 10. Ownership 11. Nature of Security Derivative Form of Indirect (Instr. 3) Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I) (Instr. 4) (Instr. 4) -

\_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ \_\_\_\_\_ - -----\_\_\_\_\_ Explanation of Responses: \*\*Intentional  ${\tt misstatements}$ or omissions of facts constitute /s/ Kent D. Kalkwarf February 28, 2002 Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ---Kent D. Kalkwarf Date \*\*Signature of Reporting Person Note: File three copies of this Form, one of which must be manually signed. Page 2 If space is insufficient,

Instruction
6 for
procedure.
SEC 1474 (796)
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.