

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Crestview Partners II GP, L.P.</u> (Last) (First) (Middle) <u>C/O CRESTVIEW, L.L.C.</u> <u>667 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/22/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock (the "Common Stock")</u>	<u>7,800,932⁽¹⁾⁽²⁾</u>	<u>I⁽¹⁾</u>	<u>See Footnote (1) and (2)</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person*
Crestview Partners II GP, L.P.
 (Last) (First) (Middle)
C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE
 (Street)
NEW YORK NY 10065
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ENCORE II, LLC
 (Last) (First) (Middle)
C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE
 (Street)
NEW YORK NY 10065
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CRESTVIEW PARTNERS II (TE) LP
 (Last) (First) (Middle)
C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE
 (Street)
NEW YORK NY 10065
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW PARTNERS II LP](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW OFFSHORE HOLDINGS II
\(CAYMAN\) LP](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Crestview Offshore Holdings II \(892 Cayman\),
L.P.](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW OFFSHORE HOLDINGS II \(FF
CAYMAN\) LP](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW PARTNERS II \(FF\) LP](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW PARTNERS II \(PF\) LP](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City)

(State)

(Zip)

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1)
2. See Exhibit 99.1 for text of footnote (2)

Remarks:

CRESTVIEW, L.L.C., as direct
or indirect managing member
or general partner of each
Reporting Person (see Exhibit
99.1), By: /s/ Evelyn Pellicone,
Title: Chief Financial Officer 03/31/2011

** 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 5 (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.

Joint Filer Information

Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in two forms.

Footnote 1 to Form 3: Encore, LLC and Encore II, LLC directly beneficially own 3,403,023 shares of Common Stock and 7,800,932 shares of Common Stock, respectively. Each of Crestview, L.L.C., Crestview Partners GP, L.P., Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd., Crestview Partners, (ERISA) L.P. and Crestview Offshore Holdings (Cayman), L.P. may be deemed to have beneficial ownership of the 3,403,023 shares of Common Stock directly owned by Encore, LLC. Each of Crestview, L.L.C., Crestview Partners II GP, L.P., Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (PF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. may be deemed to have beneficial ownership of the 7,800,932 shares of Common Stock directly owned by Encore II, LLC. Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its pecuniary interest therein.

Footnote 2 to Form 3: Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd. and Crestview Offshore Holdings (Cayman), L.P. are the members of Encore, LLC. Crestview Partners, (ERISA) L.P. is the sole shareholder of Encore (ERISA), Ltd. Crestview Partners GP, L.P. is the general partner of Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Crestview Partners, (ERISA) L.P. and Crestview Offshore Holdings (Cayman), L.P. Crestview Partners II GP, L.P. is the general partner of Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (PF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P., each of which is a member of Encore II, LLC. Crestview, L.L.C. is the general partner of Crestview Partners GP, L.P. and Crestview Partners II GP, L.P.

Names of Joint Filers:

- (1) Crestview, L.L.C.
- (2) Encore, LLC
- (3) Crestview Partners (PF), L.P.
- (4) Crestview Holdings (TE), L.P.
- (5) Encore (ERISA), Ltd.
- (6) Crestview Partners, (ERISA) L.P.
- (7) Crestview Offshore Holdings (Cayman), L.P.
- (8) Crestview Partners GP, L.P.
- (9) Encore II, LLC
- (10) Crestview Partners II (FF), L.P.
- (11) Crestview Partners II (PF), L.P.
- (12) Crestview Partners II (TE), L.P.
- (13) Crestview Offshore Holdings II (Cayman), L.P.
- (14) Crestview Offshore Holdings II (FF Cayman), L.P.
- (15) Crestview Offshore Holdings II (892 Cayman), L.P.
- (16) Crestview Partners II GP, L.P.

Address of Joint Filers:
667 Madison Avenue
New York, NY 10065

c/o Crestview, L.L.C.

Relationship of Joint Filers to Issuer:

10% Owner

Issuer Name and Ticker or Trading Symbol:

Charter Communications, Inc. (CHTR)

Date of Earliest Transaction Required
to be Reported (Month/Day/Year):

03/22/2011

Designated Filers:
GP, L.P.

(1) Crestview Partners, L.P. and (2) Crestview Partners II

Signature:

Crestview, L.L.C.

By: /s/ Evelyn Pellicone

Name: Evelyn Pellicone

Title: Chief Financial Officer

Encore, LLC

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone
Title: Authorized Officer

Crestview Partners, L.P.
Crestview Partners (PF), L.P.
Crestview Holdings (TE), L.P.
Crestview Partners, (ERISA) L.P.
Crestview Offshore Holdings (Cayman), L.P.

By: Crestview Partners GP, L.P, as General Partner

By: Crestview, L.L.C., as General Partner

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone

Crestview Partners GP, L.P.

By: Crestview, L.L.C., as General Partner

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone

Encore (ERISA), Ltd.

By: Crestview Partners, (ERISA) L.P.
By: Crestview Partners GP, L.P, as General Partner
By: Crestview, L.L.C., as General Partner

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone

Encore II, LLC

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone
Title: Authorized Officer

Crestview Partners II, L.P.
Crestview Partners II (FF), L.P.
Crestview Partners II (PF), L.P.
Crestview Partners II (TE), L.P.
Crestview Offshore Holdings II (Cayman), L.P.
Crestview Offshore Holdings II (FF Cayman), L.P.
Crestview Offshore Holdings II (892 Cayman), L.P.

By: Crestview Partners II GP, L.P, as General Partner

By: Crestview, L.L.C., as General Partner

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone

Crestview Partners II GP, L.P.

By: Crestview, L.L.C., as General Partner

By: /s/ Evelyn Pellicone
Name: Evelyn Pellicone

Date: March 31, 2011