
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2005



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive

St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On May 20, 2005, Charter Communications, Inc. ("Charter") entered into an amendment (the "Amendment") to the Stipulation of Settlement, dated January 24, 2005 (the "Stipulation"), which set forth the terms of settlement of certain class action lawsuits filed against Charter and more fully described in our previously-filed reports. The Stipulation contemplates that, in full and final settlement of all claims, Charter will cause its insurers to pay \$64 million in cash consideration to the plaintiffs in the class actions and that Charter shall pay an additional \$80 million to the plaintiffs in the form of the following securities (the "Settlement Securities"): (a) Charter Class A common stock having an aggregate value of \$40 million, with the value per share to be determined pursuant to a formula set forth in the Stipulation, and (b) warrants to purchase Charter common stock having an aggregate value of \$40 million, with the number of warrants to be determined pursuant to a formula set forth in the Stipulation.

The Amendment grants Charter the option, at its sole discretion, to satisfy its obligation to issue the Settlement Securities under the Stipulation with cash, on a dollar for dollar basis, instead of issuing some or all of the Settlement Securities.

Charter has not yet made a determination whether to issue the Settlement Securities or to substitute cash (in whole or in part) in lieu thereof.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

Dated: May 20, 2005

By: /s/ Kevin D. Howard
Name: Kevin D. Howard
Title: Vice President of Finance

