OMB APPROVAL

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

FORM 4

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(h) of the Investment Company Act of 1940

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

. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	
Allen, Paul G.	Charter Communications, Inc CHTR	
(Last) (First) (Middle)		
c/o Charter Communications, Inc. 12405 Powerscourt Drive	 Statement for Month/Day/Year If Amendment, Date of Original (Month/Day/Year) 11/25/02 	
(Street)		
	6. Relationship of Reporting Person(s) 7. Individual or Joint/Group Filing (Check Applicable) (Check Applicable Line)	
St. Louis, MO 63131	□ Director □ 10% Owner □ Form Filed by One Reporting Person	
(City) (State) (Zip)	Officer (give title below) Officer (give title below) Ofther (specify below) Chairman Officer (give title below)	

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 4(b)(v).

Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Ac Disposed of (I (Instr. 3, 4 and	D)	a) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code V	Amount	(A) or (D)	Price			
Class A Common Stock		11/25/02		X	845,940	A	\$29.6065 (1)	19,840,408 (2)	D	

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3A.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	on 5			erivative Securities or Disposed of (D) d 5)
								Code	v		(A)	(D)
Put Options (obligation t buy)	0	\$29.6065 (1)		11/25/02				X				845,940 (3
										_		
										_		
										_		
										_		
	Put Options (obligation t buy)	Put Options (obligation to buy)	Put Options (obligation to buy) \$29.6065 (1)	Put Options (obligation to buy) \$29.6065 (1)	buy) \$29.6065 (1) 11/25/02	Put Options (obligation to buy) \$29.6065 (1) 11/25/02	buy) \$29.6065 (1) 11/25/02	buy) \$29.6065 (1) 11/25/02	Put Options (obligation to buy) \$29.6065 (1) 11/25/02 X	Put Options (obligation to buy) \$29.6065 (1) 11/25/02 X	Put Options (obligation to buy) \$29.6065 (1) 11/25/02 X	Put Options (obligation to buy) \$29.6065 (1) 11/25/02 X

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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
11/12/01	11/12/03	Class A Common Stock	845,940		8,320,129 (3)	D	

Explanation of Responses:

- (1) Includes interest accrued at a rate of 4.5% per year, compounded annually, since November 12, 1999 through the estimated closing date of December 10, 2002, on the original purchase price of \$25.8548 per share pursuant to the put agreement under which the shares of Class A Common Stock are to be purchased.
- (2) Represents post-transaction aggregate.
- (3) The reporting person is party to put agreements dated November 12, 2001 pursuant to which he agreed to purchase from the put parties certain of the put parties' shares of Class A Common Stock for \$25.8548, plus interest at a rate of 4.5% per year, compounded annually, since November 12, 1999. After exercise of the put rights set forth herein, 8,320,129 shares of Class A Common Stock are subject to the put agreements.

/s/ JOSEPH FRANZI	Nov. 26, 2002
**Signature of Reporting Person	Date
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.	

^{**} 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.