

OMB APPROVAL	
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**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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>VOGEL CARL E</u>  (Last) (First) (Middle) <u>CHARTER COMMUNICATIONS, INC.</u> <u>12405 POWERSCOURT DRIVE</u>  (Street) <u>ST. LOUIS MO 63104</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2002</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/01/2002</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. 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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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	06/21/2002		P		5,000	A	\$4.65	55,000 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		5,000	A	\$4.6	60,000 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		5,000	A	\$4.58	65,000 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		10,000	A	\$4.55	75,000 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		10,000	A	\$4.5	85,000 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		5,000	A	\$4.45	90,000 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		4,100	A	\$4.62	94,100 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		3,500	A	\$4.59	97,600 <sup>(1)</sup>	D	
Class A Common Stock	06/21/2002		P		2,400	A	\$4.57	100,000 <sup>(1)</sup>	D	

**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)	3A. Deemed Execution Date, if any (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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
5.75% Convertible Senior Notes	\$21.56	06/21/2002		P		\$500,000		(3)	10/15/2005	Class A Common Stock	23,191	\$315,670	500,000	I	See Footnote <sup>(4)</sup>
5.75% Convertible Senior Notes <sup>(2)</sup>	\$21.56	06/25/2002		P		\$250,000		(3)	10/15/2005	Class A Common Stock	11,595	\$154,790	250,000	I	See Footnote <sup>(4)</sup>

**Explanation of Responses:**

- 100,000 shares, the total number of shares of Class A Common Stock owned at the end of the month, includes 50,000 shares of restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan, of which 12,500 shares vested immediately and 37,500 shares which vest in 36 equal monthly installments commencing December 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.
- This amendment is being filed to correct the title of a portion of the notes purchased along with corresponding information relating to conversion price, which was incorrectly revised by amendment filed December 23, 2004.
- Immediately.
- Badger Investments LLLP, a family limited liability limited partnership.

**Remarks:**

Carl E. Vogel 12/28/2004  
 \*\* 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 4 (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.

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