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*	. 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 2/5/03	5. If Amendment, Date of Original (Month/Day/Year)
(Street)		_
	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Filing (Check Applicable Line)
St. Louis, MO 63131	☑ Director ☑ 10% Owner	
(City) (State) (Zip)	☑ Officer (give title below)	o Form Filed by More than One Reporting
	O Other (specify below)	Person
	Chairman	
		_

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).

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)		sposed of (D) urities Benefi		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		2/5/03		X	20,000	A	\$22.0457 (1)	19,911,953 (2)	D	
	Class A Common Stock		2/5/03		X	51,545	A	\$22.0457 (1)	19,911,953 (2)	D	
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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1.	Title of Derivative2. Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year	3A. Deemed Executi Date, if any (Month/Day/Year		Transa Code (Instr. a		5.	Acquire		tive Securities isposed of (D)
						(Code	v		(A)		(D)
	Put Options (obligation to buy)	\$22.0457 (1)		2/5/03		2	X					20,000 (3
	Put Options (obligation to buy)	\$22.0457 (1)		2/5/03		2	X				51,545 (3)	
_												
_												
						Dago	2					

i. 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 Ownershi (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
11/12/01	11/12/03	Class A Common Stock	20,000			779,720 (3)	D	
11/12/01	11/12/03	Class A Common Stock	51,545			779,720 (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 March 28, 2003, on the original purchase price of \$19.00 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 \$19.00, 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, 779,720 shares of Class A Common Stock are subject to the put agreements. This aggregate has been corrected from prior filings to reflect the addition of 51,545 shares that were believed to have been previously sold by the holder pursuant to rule 144, but in fact remained subject to the put agreements.

/s/ JOSEPH FRANZI	February 7, 2003
**Signature of Reporting Person 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.	Date

^{**} 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.