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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

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

Date of Report (Date of earliest event reported): **January 26, 2005**

**CCH II, LLC**  
**CCH II CAPITAL CORP.**

*(Exact name of registrants as specified in their charters)*

**Delaware**

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**333-111423**

**333-111423-01**

*(Commission File Number)*

**030511293**

**134257703**

*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive**  
**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrants' telephone number, including area code)*

**Not Applicable**

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

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**ITEM 7.01. REGULATION FD DISCLOSURE.**

Effective on January 28, 2005, Charter Communications, Inc. ("Charter"), the indirect parent company and manager of CCH II, LLC and CCH II Capital Corp., will eliminate the position of Chief Administrative Officer, resulting in the separation of Steven A. Schumm, Executive Vice President and Chief Administrative Officer from Charter and each of Charter's subsidiaries for which Mr. Schumm serves as an officer, including us.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, CCH II, LLC and CCH II Capital Corp. have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

**CCH II, LLC**

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: January 26, 2005

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Interim Co-Chief Financial Officer,  
Senior Vice President and Controller  
(Co-Principal Financial Officer and Principal Accounting Officer)

**CCH II CAPITAL CORP.**

Registrant

Dated: January 26, 2005

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Interim Co-Chief Financial Officer,  
Senior Vice President and Controller

(Co-Principal Financial Officer and Principal Accounting Officer)