OMB APPROVAL

FORM 4

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

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

<ol> <li>Name and Address of Reporting Person* McCall David L.</li> </ol>				Issuer Name and Ticker Charter Communications			6.	to Issuer (	ip of Reporting Person(s) (Check all applicable)	
(Last)	(First)	(Middle)	1	IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement Month/Ye February	ear		Direct X Officer	give Oth	.0% Owner ner (Specify below)
(Street)  12405 Powerscourt Drive				(voruntary)					below) or Vice Presi ations - East	
					5. If Amend Date of (Month/Y	Origina		(Check App) X Form Report Form	or Joint/Gro licable Line) filed by One ting Person filed by More eporting Pers	e than
(City) St. Louis	(State) MO	(Zip) 63131	TABI	LE I NON-DERIVATIVE	SECURITIES A	CQUIRED	), D	ISPOSED OF, (	OR BENEFICIAL	LY OWNED
1. Title of Se (Instr. 3)	curity	2. Trans- action Date (Month/ Day/ Year) Con	tion Code (In:		of (D)	cur cia End	itio lly l of	of Se- 6 es Benefi- Owned at Month . 3 and 4)	Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Benefi- cial Owner- ship (Instr.
 Class A Common	 Stock	2/12/02 P		1,500 A	 \$11.00				 D	4)
						15,	950			

(1) Restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (9,000) of the shares vested immediately on October 18, 2001. The remainder vest in 36 equal monthly installments (750 shares per month) commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(0ver) SEC 1474 (7-96)

FORM 4 (CONTINUED) TABLE II -DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, 0R BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) - ------------- 1. Title of Derivative 2. Conver-3. Trans- 4. Trans- 5. Number of 6. Date Exer-7. Title and Amount 8. Price Security sion or action action Derivative cisable and of Underlying of (Instr. 3) Exercise Date Code Securities Ac-Expiration Securities Deriv- Price of (Month/ (Instr. quired (A) or Date
(Instr. 3
and 4) ative
Deriv- Day/
8) Disposed
of (D) (Month/Day/ Secur- ative Year) (Instr. 3, 4, Year) ity Security and 5) (Instr. 5) ----------------- Date Expira-Amount or -------Exer- tion Title Number of Code V (A) (D) cisable Date Shares - -------------

---------- 1. Title of Derivative 9. Number of 10. Ownership 11. Nature of Security Derivative Form of Indirect (Instr. 3) Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I) (Instr. 4) (İnstr. 4) -

-----\_\_\_\_\_ -----\*\*Intentional misstatements or omissions constitute Federal Criminal Violations. /s/ David L. McCall March 2002 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ---------David L. McCall Date \*\*Signature of Reporting Person Note: File three copies of this Form, one of which must be manually signed. Page 2 If space is insufficient, see Instruction 6 for procedure.

SEC 1474 (7-96) Potential
persons who
are to
respond to
the
collection
of
information
contained in
this form
are not
required to
respond
unless the
form
displays a
currently
valid OMB
Number.