

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>CULLEN THOMAS A</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/31/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/ [CHTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, Advanced Services</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>CHARTER COMMUNICATIONS, INC.</u> <u>12405 POWERSCOURT DRIVE</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>ST. LOUIS MO 63131</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (right to buy)</u>	<u>(1)</u>	<u>07/23/2013</u>	<u>Class A Common Stock</u>	<u>225,000</u>	<u>5.06</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>01/27/2014</u>	<u>Class A Common Stock</u>	<u>135,000</u>	<u>5.17</u>	<u>D</u>

Explanation of Responses:

1. Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan; 25% vesting at the end of each of the first four years following the date of the grant on July 23, 2003; such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or option agreement.

2. Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan; 25% vesting at the end of each of the first four years following the date of the grant on January 27, 2004; such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or option agreement.

Remarks:

Thomas A. Cullen02/06/2004

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.