FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

washington, D.C. 20549

STATEME	IT OF CHANGES IN BENEFICIAL

OMB APPROVAL

OMB Number: 3235-0287

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

Name and Address of Reporting Person* Winfrey Christopher L					HAR'	TER	CO						(Check all applicable) Director Officer (give title			10% Owner Other (specify			
(Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE							t Tran	ısact	tion (Mo	onth	n/Day/Year)		EVP/Chief Financial Officer						
					If Amen	dment,	Date	of C	Original	File	ed (Month/D		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea			ear)			, Τι C	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 9				Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
							С	ode	v	An	nount	(A) or (D)	Price	Transactio				(insu	r. 4)
Class A Common Stock 11/01/2011				.1				F		9),294 ⁽¹⁾	D	\$45.89(2)	70,70	70,706		D		
Class A Common Stock														55,00	00 1		By Atalaya Management, LLC		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Exercise (Month/Day/Year) if				Code 8)	of Derivative Securitie Acquired (A) or Disposed of (D) (Instr. 3, and 5)			Expiration (Month/Das			n Date ay/Year)		Amount or Number of	Derivative Security (Instr. 5) Benefi Owned Follow Report Transa		tive Owner ties Form: cially Direct or Indi ing (I) (Insect		(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

- 1. Previously reported restricted shares vested on November 1, 2011. Withholding of securities for the purpose of paying taxes.
- 2. Per-share value assigned to the shares withheld based on the average of the high and low trading prices on November 1, 2011.

Remarks:

/s/ Christopher L. Winfrey

11/02/2011

** Signature of Reporting Person

OWNERSHIP

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.

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.