FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* TORY JOHN H							2. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS INC /MO/ [CHTR]								ationship all appli Directo	,			lssuer Owner	
(Last)	Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 07/23/2003								Officer below)	(give title	Other (below)		specify	
(Street)							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(City)	City) (State) (Zip)														Form filed by More than One Reporting Person					
		Tab	le I - Noi	n-Deriv	vative	e Se	curitie	es Ac	quired,	Dis	osed o	of, or Be	enefici	ally	Owned	t				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da						ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr. 5)			ities Acqui d Of (D) (In		and Securiti Benefic		es ally Following	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	ount (A) or (D)		e	Transaction(s) (Instr. 3 and 4)				(111511.4)	
Class A Common Stock 07/23/2							2003		A		9,882	2 ⁽¹⁾ A	. ()	14,182			D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transaction Code (Instr. 8)		n of		6. Date Exercisal: Expiration Date (Month/Day/Year)				nount of curities		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)		Date Exercisab		opiration	Title	Amoun or Numbe of Shares							
Class A Common Stock	0(2)	07/23/2003			A		0 ⁽²⁾		07/23/200	4 08	3/08/1988	Class A Common Stock	0		\$0	14,182		D		

Explanation of Responses:

- 1. Grant of Restricted Stock; 25% to vest on each of four anniversary dates of grant.
- 2. No securities to be reported.

John H. Tory

07/25/2003

** 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 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.