

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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(h) of the Investment Company Act of 1940**

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

**1. Name and Address of Reporting
Person***

Allen, Paul G.

(Last) (First) (Middle)

c/o Charter Communications, Inc.
12405 Powerscourt Drive

(Street)

St. Louis, MO 63131

(City) (State) (Zip)

**2. Issuer Name and Ticker or Trading
Symbol**

Charter Communications, Inc. - CHTR

4. Statement for Month/Day/Year

11/25/02

**6. Relationship of Reporting Person(s)
to Issuer (Check All Applicable)**

☒ Director ☒ 10% Owner

☒ Officer (give title below)

☐ Other (specify below)

Chairman

**3. I.R.S. Identification Number of Reporting
Person, if an entity (Voluntary)**

**5. If Amendment, Date of Original
(Month/Day/Year)**

**7. Individual or Joint/Group Filing
(Check Applicable Line)**

☒ Form Filed by One Reporting Person

☐ Form Filed by More than One Reporting
Person

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).

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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[illegible]

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

Explanation of Responses:

(1) Includes interest accrued at a rate of 4.5% per year, compounded annually, since November 12, 1999 through the estimated closing date of December 10, 2002, on the original purchase price of \$25.8548 per share pursuant to the put agreement under which the shares of Class A Common Stock are to be purchased.

(2) Represents post-transaction aggregate.

(3) The reporting person is party to put agreements dated November 12, 2001 pursuant to which he agreed to purchase from the put parties certain of the put parties' shares of Class A Common Stock for \$25.8548, plus interest at a rate of 4.5% per year, compounded annually, since November 12, 1999. After exercise of the put rights set forth herein, 8,320,129 shares of Class A Common Stock are subject to the put agreements.

****Signature of Reporting Person**
Joseph Franzi as Attorney-in-Fact for Paul
G. Allen pursuant to a Power of Attorney
filed with the Reporting Person's Schedule
13G for Pathogenesis, Inc. on August 30,
1999 and incorporated by reference herein.

Date _____

** 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.