

**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 * <u>Winfrey Christopher L</u>  (Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET  (Street) STAMFORD CT 06901  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/27/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/20/2019		M		6,139 <sup>(1)</sup>	A	\$477.17	12,785	D	
Class A Common Stock	12/20/2019		F		3,007 <sup>(2)</sup>	D	\$477.17	9,778	D	
Class A Common Stock								27,126	I	Shares held by Atalaya Management, LLC
Class A Common Stock								34,908	I	Shares held by Winfrey Dynasty Trust
Class A Common Stock								34,909	I	Shares held by Yeniley L Winfrey Irrevocable Trust
Class A Common Stock								945	I	Shares held by Yeniley Lorenzo Winfrey Rev Tr U/A DTD 07/27/2001

**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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$60.96	11/27/2019		J			27,942	(3)	04/26/2021	Class A Common Stock	27,942 <sup>(4)</sup>	(4)	65,492	I	By Trust
Stock Options	\$60.96	11/27/2019		J		27,942 <sup>(3)</sup>		(3)	04/26/2021	Class A Common Stock	27,942 <sup>(4)</sup>	(4)	98,017	D	
Stock Options	\$150.88	11/27/2019		J			2,541	(5)	01/15/2024	Class A Common Stock	2,541 <sup>(6)</sup>	(6)	12,249	I	By Trust

**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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$150.88	11/27/2019		J		2,541 <sup>(5)</sup>		(5)	01/15/2024	Class A Common Stock	2,541 <sup>(6)</sup>	(6)	24,727	D	
Restricted Stock Units	(7)	12/20/2019		M		6,139		(1)	(1)	Class A Common Stock	6,139	\$0	49,118	D	

**Explanation of Responses:**

- Vesting of a portion of Restricted Stock Units granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 18,419 shares subject to the attainment of a \$455.66 per-share hurdle; 18,419 shares subject to the attainment of a \$496.58 per-share hurdle; and 18,419 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term). One third of the Restricted Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.
- Withholding of securities for the purpose of paying taxes.
- Performance-vesting stock options granted on April 26, 2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan. The options became fully exercisable on November 1, 2013.
- On November 29, 2019 the Christopher L. Winfrey GRAT II transferred 27,942 stock options to the reporting person.
- Stock options granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan. The options became fully exercisable on January 15, 2017.
- On November 29, 2019, the Christopher L. Winfrey 2018 GRAT I transferred 2,541 stock options to the reporting person.
- Restricted Stock Units convert into common stock on a one-for-one basis.

**Remarks:**

/s/Daniel J. Bollinger as  
attorney-in-fact for Christopher L. Winfrey 12/23/2019

\*\* 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.**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned constitutes and appoints each of Richard R. Dykhouse, Thomas E. Proost, Daniel J. Bollinger, Constance C. Kovach and Jennifer Dau-Sullivan, acting as attorneys-in-fact. The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted. This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of the Company. This Power of Attorney shall terminate IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date:   1/16/15   By:   /s/Christopher L. Winfrey    
Print Name: Christopher L. Winfrey