

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Rutledge Thomas</u> <hr/> (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>12405 POWERSCOURT DRIVE</u> <hr/> (Street) <u>ST. LOUIS MO 63131</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/13/2012	3. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>President and CEO</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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
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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)
Class A Common Stock	306,700 ⁽¹⁾	D	
Class A Common Stock	305,000 ⁽²⁾	D	

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	Title	Amount or Number of Shares			
Performance Vesting Stock Options	(3)	12/19/2021	Class A Common Stock	446,800	53.595	D	
Time-Vesting Stock Options	(4)	12/19/2021	Class A Common Stock	200,000	53.595	D	

Explanation of Responses:

1. Restricted Stock granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 102,233 shares subject to the attainment of a \$60 per-share hurdle; 102,233 shares subject to the attainment of a \$80 per-share hurdle; and 102,234 shares subject to the attainment of a \$100 per-share hurdle (each with a ten-year term). Vesting schedule as follows: (i) 25% first eligible to vest on December 19, 2012; (ii) 25% first eligible to vest on December 19, 2013; (iii) 25% first eligible to vest on December 19, 2014; and (iv) 25% first eligible to vest on December 19, 2015.
2. Restricted Stock granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of February 13, 2012.
3. Stock options granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 75,000 stock options subject to the attainment of a \$60 per-share hurdle (with a 10-year term); 75,000 stock options subject to the attainment of a \$80 per-share hurdle (with a 10-year term); 75,000 stock options subject to the attainment of a \$100 per-share hurdle (with a 10-year term); 110,900 stock options subject to the attainment of a \$125 per-share hurdle (with a 4-year term); and 110,900 stock options subject to the attainment of a \$150 per-share hurdle (with a four year term). Vesting schedule as follows: (i) 25% first eligible to vest on December 19, 2012; (ii) 25% first eligible to vest on December 19, 2013; (iii) 25% first eligible to vest on December 19, 2014; and (iv) 25% first eligible to vest on December 19, 2015.
4. Stock options granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of February 13, 2012.

Remarks:

/s/ Thomas M. Rutledge 02/22/2012

** 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.

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