

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>ALLEN PAUL G</u>  (Last) (First) (Middle)  505 FIFTH AVE SOUTH SUITE 900  (Street) SEATTLE WA 98104  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2005	
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			

**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				
Subordinated Accreting Note	\$2	10/31/2005		J <sup>(1)(2)</sup>		\$48,200,000 <sup>(1)(2)</sup>		10/31/2005	10/31/2020	Class A Common Stock	24,100,000 <sup>(1)(2)</sup>	\$2	\$48,200,000 <sup>(1)(2)</sup>	I	By corporation <sup>(1)(2)</sup>

**Explanation of Responses:**

1. The Subordinated Accreting Note (the "Note") was acquired by a corporation that is controlled by the Reporting Person in exchange for securities of a subsidiary of the Issuer, in settlement of a dispute between the Reporting Person, corporations controlled by the Reporting Person (including the corporation that acquired the Note), the Issuer and certain subsidiaries of the Issuer. The Note bears interest at the rate of 14% per year, which will be added to the initial accreted value of the Note through February 28, 2009 and will be added to the accreted value of the Note to the extent not paid in cash.

2. At any time, the holder of the Note may exchange the then-accreted value of the Note for membership units of Charter Communications Holding Company, LLC, which units may be further converted into Class B Common Stock of the Issuer pursuant to an agreement between the Reporting Person, the Issuer and certain other entities and such shares of Class B Common Stock may be converted into shares of Class A Common Stock of the Issuer at any time. The Note is also exchangeable at the option of Charter Communications Holding Company, LLC for membership units after February 28, 2009 customary under certain circumstances and is redeemable for cash by the issuer of the Note under certain circumstances. The Note's exchange price is subject to adjustment upon the occurrence of specified dilutive events.

Greg Landis, by Power of Attorney, 11/01/2005

\*\* 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.