

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 15, 2004**



**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**000-27927**

*(Commission File Number)*

**43-1857213**

*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive  
St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

**Explanatory Note**

Charter Communications, Inc. ("Charter") is filing this amendment (this "Amendment") to its Current Report on Form 8-K dated November 15, 2004, originally furnished to the Securities and Exchange Commission (the "Commission") on November 15, 2004 solely to furnish Exhibit 99.1. This Amendment replaces and supersedes the Current Report on Form 8-K filed on November 15, 2004 in its entirety.

**ITEM 8.01. OTHER EVENTS.**

Charter today announced its intent to register with the Securities and Exchange Commission up to 150 million shares of its Class A Common Stock, which it intends to loan to a financial institution pursuant to a share lending agreement for sale in a public offering by an affiliate of such financial institution. Charter expects to agree to conduct the offering in order to facilitate the trading of its senior convertible notes outstanding at the time of such offering. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but is furnished pursuant to Regulation FD.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is not filed but furnished pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of November 15, 2004.*

\* furnished herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHARTER COMMUNICATIONS, INC.,**  
**Registrant**

Dated: November 15, 2004

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: Interim Co-Chief Financial Officer,  
Senior Vice President and Controller  
(Co-Principal Financial Officer and Principal Accounting Officer)

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of November 15, 2004.*

\* furnished herewith



# NEWS

FOR RELEASE: Monday, November 15, 2004

## Charter to Conduct Registered Offering of Class A Common Stock

ST. LOUIS -- Charter Communications, Inc. ("Charter") (Nasdaq: CHTR) today announced its intent to register with the Securities and Exchange Commission up to 150 million shares of its Class A Common Stock, which it intends to loan to a financial institution pursuant to a share lending agreement for sale in a public offering by an affiliate of such financial institution. Charter expects to agree to conduct the offering in order to facilitate the trading of its senior convertible notes outstanding at the time of such offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the shares, nor shall there be any sale of the shares in any state in which such offer, solicitation or sale would be unlawful.

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**Contact:**

Press:

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314/543-2213

Analysts:

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*Cautionary Statement Regarding Forward-Looking Statements:*

*This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in reports or documents that we file from time to time with the SEC, and include, but are not limited to, our ability to consummate a proposed sale of the convertible notes and our ability to complete the registered offering.*

*All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.*

