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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

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

Date of Report (Date of earliest event reported): **April 23, 2004**

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**

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

**Delaware**

**Delaware**

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

**333-77499**

**333-77499-01**

*(Commission File Number)*

**43-1843179**

**43-1843177**

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

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

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

**(314) 965-0555**

*(Registrants' telephone number, including area code)*

**Not Applicable**

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

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**ITEM 5. OTHER ITEMS.**

Charter Communications, Inc. ("Charter") today announced that William D. Savoy resigned from the board of directors of Charter effective April 23, 2004 and from the boards of directors of Charter subsidiaries Charter Communications Holding Company, LLC and Charter Communications Holdings, LLC effective April 26, 2004. To fill the vacancy on Charter's Board, it is expected that Jo Allen Patton will be nominated to replace Mr. Savoy on Charter's Board. The Board will consider the nomination at its regularly scheduled meeting on April 27, 2004. A copy of the press release is being filed with this report as Exhibit 99.1.

**ITEM 7. EXHIBITS.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated April 27, 2004. *

\* filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

**CHARTER COMMUNICATIONS HOLDINGS, LLC**  
**Registrant**

Dated: April 27, 2004

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: *Senior Vice President and Controller*  
(*Principal Accounting Officer*)

**CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION**  
**Registrant**

Dated: April 27, 2004



# NEWS

FOR RELEASE: Tuesday, April 27, 2004

## CHARTER COMMUNICATIONS ANNOUNCES CHANGE TO BOARD OF DIRECTORS

ST. LOUIS - Charter Communications, Inc. (NASDAQ: CHTR - Charter) today announced that William Savoy resigned from the board of directors of Charter effective April 23, 2004 and from the boards of directors of Charter subsidiaries Charter Communications Holding Company, LLC and Charter Communications Holdings, LLC effective April 26, 2004. To fill the vacancy on Charter's Board, it is expected that Jo Allen Patton will be nominated to replace Mr. Savoy on Charter's Board. The Board will consider the nomination at its regularly scheduled meeting on April 27, 2004. Ms. Patton, 46, is president and chief executive officer of Vulcan Inc., the investment and project management company founded by Paul G. Allen, Charter's principal shareholder, to manage his business and personal initiatives around the world.

### About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™ and Charter High-Speed Internet Service™. Charter also provides business to business video, data and Internet protocol (IP) solutions through its Commercial Services Division. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [www.charter.com](http://www.charter.com).

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By: /s/ Paul E. Martin  
 Name: Paul E. Martin  
 Title: *Senior Vice President and Controller*  
*(Principal Accounting Officer)*

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