FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*
Peretsman Nancy B.
(Last) (First) (Middle)
Charter Communications, Inc.
(Street)
12405 Powerscourt Drive
(City) (State) (Zip)
St. Louis MO 63131

2. Issuer Name and Ticker or Trading Symbol
Charter Communications, Inc.--CHTR

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
February 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
10% Owner
Officer (give title below)
Other (Specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
Form filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	2/12/02	P		50,000	D	11.00	60,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-96)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (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					

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Title of
Derivative
9. Number of
10.
Ownership
11. Nature
of Security
Derivative
Form of
Indirect
(Instr. 3)
Securities
Derivative
Beneficial
Beneficially
Security:
Ownership
Owned at End
Direct (D)
(Instr. 4)
of Month or
Indirect (I)
(Instr. 4)
(Instr. 4) -

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Explanation of Responses: **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ Nancy B. Peretsman February 2002 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ---
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-- Nancy B. Peretsman Date **Signature of Reporting Person Note. File three copies of this Form, one of which must be manually signed. Page 2 If space is insufficient, see

Instruction 6 for procedure.

SEC 1474 (7-96)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.