

PROSPECTUS SUPPLEMENT NO. 12 DATED OCTOBER 4, 2001  
TO PROSPECTUS DATED FEBRUARY 6, 2001,  
AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT NOS. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10  
AND 11

CHARTER COMMUNICATIONS, INC.

\$750,000,000 of 5.75% Convertible Senior Notes due 2005 and 34,786,650  
Shares of Class A Common Stock Issuable Upon Conversion of the 5.75%  
Convertible Senior Notes due 2005  
and  
31,664,667 Issued or Issuable Shares of Class A Common Stock

This prospectus supplement relates to (1) \$750,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 of Charter Communications, Inc., and 34,786,650 shares of Class A common stock of Charter Communications, Inc., which are initially issuable upon conversion of the notes, plus an indeterminate number of shares as may become issuable upon conversion as a result of adjustments to the conversion rate; and (2) 31,664,667 shares of Class A common stock of Charter Communications, Inc. issued or issuable to certain entities in connection with Charter Communications, Inc.'s purchase of certain cable systems in 2000 plus an indeterminate number of shares as may become issuable upon certain events. This prospectus supplement should be read in conjunction with the prospectus dated February 6, 2001, Prospectus Supplement No. 1 dated February 16, 2001, Prospectus Supplement No. 2 dated February 20, 2001, Prospectus Supplement No. 3 dated March 15, 2001, Prospectus Supplement No. 4 dated April 3, 2001, Prospectus Supplement No. 5 dated April 30, 2001, Prospectus Supplement No. 6 dated May 3, 2001, Prospectus Supplement No. 7 dated May 18, 2001, Prospectus Supplement No. 8 dated June 5, 2001, Prospectus Supplement No. 9 dated July 6, 2001, Prospectus Supplement No. 10 dated July 16, 2001 and Prospectus Supplement No. 11 dated October 1, 2001, which are to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in Prospectus Supplement No. 11:

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares That May Be Sold
AAM/Zazove Institutional Income Funds, LP (GS).....	\$1,300,000	\$1,300,000	0	60,297
AFTRA Health Fund.....	1,000,000	1,000,000	0	46,382
AIG/National Union Fire Insurance Ltd.....	800,000	800,000	0	37,106
AIG Soundshore Opportunity Holding Fund, Ltd. ....	3,500,000	3,500,000	0	162,338
AIG Soundshore Strategic Holding Fund, Ltd.....	4,000,000	4,000,000	0	185,529
AIM Strategic Income Fund.....	1,500,000	1,500,000	0	69,573
Alexandra Global Investment Fund I Ltd.....	3,000,000	3,000,000	0	139,147
Allstate Insurance Company.....	1,500,000	1,500,000	0	69,573
Allstate Life Insurance Company.....	375,000	375,000	0	17,393
Aloha Airlines Non-Pilots Pension Trust.....	245,000	245,000	0	11,364
Aloha Pilots Retirement Trust.....	140,000	140,000	0	6,494
Alpha US Sub Fund VIII, LLC.....	1,250,000	1,250,000	0	57,978
Alpine Associates.....	5,600,000	5,600,000	0	259,740
Alpine Partners, L.P.....	900,000	900,000	0	41,744
Argent Classic Convertible Arbitrage Fund L.P.....	4,000,000	4,000,000	0	185,529
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.....	11,000,000	11,000,000	0	510,204
Argent Convertible Arbitrage Fund Ltd.....	10,000,000	10,000,000	0	463,822
Aristeia International, Limited.....	5,160,000	5,160,000	0	239,332
Aristeia Trading, L.P.....	3,340,000	3,340,000	0	154,917
Arkansas PERS.....	800,000	800,000	0	37,106
Arkansas Teachers Retirement.....	6,376,000	6,376,000	0	295,733
Associated Electric & Gas Insurance Services Limited.....	800,000	800,000	0	37,106

Bank Austria Cayman Islands, Ltd.....	9,125,000	9,125,000	0	423,237
Baptist Health of South Florida.....	407,000	407,000	0	18,888
BBT Fund, L.P.....	16,000,000	16,000,000	0	742,115
Bear, Stearns & Co. Inc.(1).....	5,000,000	5,000,000	0	231,911
Black Diamond Offshore, Ltd.....	281,000	281,000	0	13,033
BNP Paribas Equity Strategies.....	13,845,000	13,845,000	0	642,162
BNP Cooper Neff Convertible				
Strategies Fund, L.P.....	1,155,000	1,155,000	0	53,571
Boilermakers Blacksmith Pension Trust.....	1,075,000	1,075,000	0	49,861
Boston Museum of Fine Arts.....	170,000	170,000	0	7,885
Boulder II Limited.....	6,762,000	6,762,000	0	313,636

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares That May Be Sold
BP Amoco PLC Master Trust.....	2,162,000	2,162,000	0	100,278
BT Equity Opportunities.....	4,000,000	4,000,000	0	185,529
BT Equity Strategies.....	1,500,000	1,500,000	0	69,573
C&H Sugar Company, Inc.....	385,000	385,000	0	17,857
Canyon Capital Arbitrage Master Fund, Ltd. ....	5,400,000	5,400,000	0	250,464
Canyon Capital Realization (Cayman), Ltd.....	22,925,000	22,925,000	0	1,063,312
Capital Guardian Global Convertible Fund #011.....	290,000	290,000	0	13,451
Chrysler Corporation Master Retirement Trust.....	3,300,000	3,300,000	0	153,061
CIBC World Markets.....	3,595,000	3,595,000	0	166,744
CIBC World Markets (International) Arbitrage Corp.....	4,000,000	4,000,000	0	185,529
Citi JL, Ltd. ....	117,000	117,000	0	5,427
Clinton Riverside Convertible Portfolio Limited.....	7,000,000	7,000,000	0	324,675
Common Fund Event Driven Company 6.....	107,000	107,000	0	4,963
Conseco Fund Group - Convertible Securities Fund.....	1,000,000	1,000,000	0	46,382
DeAM Convertible Arbitrage Fund, Ltd.....	2,200,000	2,200,000	0	102,041
Deephaven Domestic Convertible Trading Ltd.....	16,250,000	16,250,000	0	753,711
Delaware PERS.....	1,550,000	1,550,000	0	71,892
Delta Airlines Master Trust (c/o Oaktree Capital Management, LLC).....	1,440,000	1,440,000	0	66,790
Delta Pilots D&S Trust.....	440,000	440,000	0	20,408
D.E. Shaw Valence, L.P.....	1,600,000	1,600,000	0	74,212
D.E. Shaw Investments, L.P.....	400,000	400,000	0	18,553
Deutsche Bank Securities Inc.....	24,300,000	24,300,000	0	1,127,087
Double Black Diamond Offshore, LDC.....	1,168,000	1,168,000	0	54,174
Duckbill & Co.....	2,500,000	2,500,000	0	115,956
Engineers Joint Pension Fund.....	700,000	700,000	0	32,468
Enterprise Convertible Security Fund.....	101,000	101,000	0	4,685
Evergreen Equity Income Fund.....	7,000,000	7,000,000	0	324,675
F.R. Convt Sec. Fn. ....	85,000	85,000	0	3,942
Family Service Life Insurance Company.....	300,000	300,000	0	13,915
Federated American Leaders Fund Inc.....	18,500,000	18,500,000	0	858,071
Federated Equity Funds, on behalf of its Federated Capital Appreciation Fund.....	7,600,000	7,600,000	0	352,505

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares That May Be Sold
Federated Equity Income Fund, Inc. ....	42,000,000	42,000,000	0	1,948,052
Federated Insurance Series, on behalf of its Federated American Leaders Fund II.....	2,400,000	2,400,000	0	111,317
Federated Insurance Series, on behalf of its Federated Equity Income Fund II.....	1,600,000	1,600,000	0	74,212
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	13,250,000	13,250,000	0	614,564
Fortis Series Fund, Inc. on behalf of its American Leaders Series.....	50,000	50,000	0	2,319
Gaia Offshore Master Fund Ltd.....	7,000,000	7,000,000	0	324,675
Hawaiian Airline Pilots Living Trust.....	200,000	200,000	0	9,276
General Motors Employees Global Group Pension Trust... General Motors Welfare Benefit Trust (LT - VEBA).....	3,500,000	3,500,000	0	162,338
Goldman, Sachs & Co.(1).....	2,500,000	2,500,000	0	115,956
Grace Brothers, Ltd.....	57,673,000	57,673,000	0	2,675,000
Guardian Life Insurance Company of America.....	2,500,000	2,500,000	0	115,956
Guardian Pension Trust.....	10,200,000	10,200,000	0	473,098
Hawaiian Airline Pilots Retirement Plan.....	400,000	400,000	0	18,553
Hawaiian Airlines Employees Pension Plan - IAM.....	220,000	220,000	0	10,204
Hawaiian Airlines Pension Plan for Salaried Employees.....	115,000	115,000	0	5,334
HBK Master Fund L.P.....	25,000	25,000	0	1,160
HFR Master Fund, Ltd.....	46,000,000	46,000,000	0	2,133,581
Highbridge International LLC.....	200,000	200,000	0	9,276
Hotel Union and Hotel Industry of Hawaii.....	25,900,000	25,900,000	0	1,201,299
ICI American Holdings Trust.....	490,000	490,000	0	22,727
Island Holdings.....	825,000	825,000	0	38,265
ITG Inc.....	50,000	50,000	0	2,319
James Campbell Corporation.....	204,000	204,000	0	9,462
Jefferies & Company Inc.....	270,000	270,000	0	12,523
JMG Capital Partners, LP.....	10,000	10,000	0	464
Julius Baer Securities, Inc.....	10,500,000	10,500,000	0	487,013
KBC Financial Products USA.....	450,000	450,000	0	20,872
Lancer Securities Cayman Ltd. ....	2,000,000	2,000,000	0	92,764
Leonardo, L.P.....	800,000	800,000	0	37,106
Levco Alternative Fund, Ltd. ....	11,950,000	11,950,000	0	554,267
Lipper Convertibles, L.P. ....	3,173,000	3,173,000	0	147,171
Lumberman's Mutual Casualty.....	12,000,000	12,000,000	0	556,586
Lydian Overseas Partners Master Fund.....	722,000	722,000	0	33,488
	35,000,000	35,000,000	0	1,623,377

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares That May Be Sold
Mainstay Convertible Fund.....	7,500,000	7,500,000	0	347,867
Mainstay VP Convertible Portfolio.....	1,000,000	1,000,000	0	46,382
McMahan Securities Co. L.P.....	174,000	174,000	0	8,071
Merrill Lynch, Pierce Fenner & Smith, Inc.(1).....	450,000	450,000	0	20,872
Morgan Stanley & Co.(1).....	350,000	350,000	0	16,234
Morgan Stanley Dean Witter Convertible Securities Trust(1).....	3,000,000	3,000,000	0	139,147
Motion Picture Industry Health Plan - Active Member Fund.....	390,000	390,000	0	18,089
Motion Picture Industry Health Plan - Retiree Member Fund.....	90,000	90,000	0	4,174
Museum of Fine Arts, Boston.....	46,000	46,000	0	2,134
Nalco Chemical Company.....	260,000	260,000	0	12,059
Nationwide Separate Account Trust, on behalf of its Nationwide Equity Income Fund.....	800,000	800,000	0	37,106
Navigator Offshore Fund Ltd.....	1,597,000	1,597,000	0	74,072
Navigator Partners LP.....	690,000	690,000	0	32,004
Navigator Special Partners LP.....	213,000	213,000	0	9,879
Nicholas Applegate Convertible Fund.....	2,291,000	2,291,000	0	106,262
Nomura International PLC London.....	9,000,000	9,000,000	0	417,440
Northern Income Equity Fund.....	1,000,000	1,000,000	0	46,382
OCM Convertible Trust.....	2,270,000	2,270,000	0	105,288
Ohio National Fund, Inc., on behalf of its Blue Chip Portfolio.....	50,000	50,000	0	2,319
Ohio National Fund, Inc., on behalf of its Equity Income Portfolio.....	130,000	130,000	0	6,030
Onex Industrial Partners Limited.....	3,350,000	3,350,000	0	155,380
Oppenheimer Convertible Securities Fund .....	6,000,000	6,000,000	0	278,293
OZ Master Fund, Ltd.....	6,000,000	6,000,000	0	278,293
Pacific Life Insurance Company.....	1,000,000	1,000,000	0	46,382
Palladin Securities LLC.....	500,000	500,000	0	23,191
Park Avenue Life Insurance Company.....	100,000	100,000	0	4,638
Parker-Hannifin Corporation.....	79,000	79,000	0	3,664
Partner Reinsurance Company Ltd.....	765,000	765,000	0	35,482
Pebble Capital, Inc. ....	1,350,000	1,350,000	0	62,616
Pell Rudman Trust Company.....	1,550,000	1,550,000	0	71,892
Peoples Benefit Life Insurance Company TEAMSTERS separate account.....	3,750,000	3,750,000	0	173,933
PGEP III LLC.....	500,000	500,000	0	23,191
PHEP IV, Inc.....	116,000	116,000	0	5,380
Physicians Life.....	549,000	549,000	0	25,464
PRIM Board.....	3,115,000	3,115,000	0	144,481
Primerica Life Insurance Company.....	1,503,000	1,503,000	0	69,712

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
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Principal Investors Fund, Inc. on behalf of its Partners Large Cap Blend Fund.....	40,000	40,000	0	1,855
Purchase Associates, L.P.....	1,103,000	1,103,000	0	51,160
Putnam Asset Allocation Funds - Balanced Portfolio....	447,000	447,000	0	20,733
Putnam Asset Allocation Funds - Conservative Portfolio.....	508,000	508,000	0	23,562
Putnam Convertible Income - Growth Trust.....	4,500,000	4,500,000	0	208,720
Putnam Convertible Opportunities and Income Trust.....	114,000	114,000	0	5,288
Quattro Fund Ltd. ....	3,000,000	3,000,000	0	139,147
Queens Health Plan.....	85,000	85,000	0	3,942
R2 Investments, LDC.....	42,000,000	42,000,000	0	1,948,052
Ramius Capital Group.....	325,000	325,000	0	15,074
RCG Latitude Master Fund.....	750,000	750,000	0	34,787
RCG Multi Strategy LP.....	300,000	300,000	0	13,915
Retail Clerks Pension Trust.....	3,000,000	3,000,000	0	139,147
Retail Clerks Pension Trust #2.....	2,000,000	2,000,000	0	92,764
Sage Capital.....	3,850,000	3,850,000	0	178,571
Salomon Smith Barney Inc.....	1,030,000	1,030,000	0	47,774
San Diego City Retirement.....	1,371,000	1,371,000	0	63,590
San Diego County Convertible.....	2,960,000	2,960,000	0	137,291
San Diego County Employees Retirement Association.....	1,900,000	1,900,000	0	88,126
Screen Actors Guild Pension Convertible.....	745,000	745,000	0	34,555
Silvercreek Limited Partnership.....	3,038,000	3,038,000	0	140,909(2)
St. Albans Partners Ltd. ....	5,000,000	5,000,000	0	231,9113(2)
Starvest Combined Portfolio.....	1,000,000	1,000,000	0	46,382
State Employees' Retirement Fund of the State of Delaware.....	1,720,000	1,720,000	0	79,777
State of Connecticut Combined Investment Funds.....	3,805,000	3,805,000	0	176,484
State of Oregon - Equity.....	5,025,000	5,025,000	0	233,071
State of Oregon/SAIF Corporation.....	9,785,000	9,785,000	0	453,850
SunAmerica Series Trust, on behalf of its Federated Value Portfolio.....	1,000,000	1,000,000	0	46,382
TCI Bresnan, LLC.....	0	N/A	0	9,098,006
TCID of Michigan, Inc. ....	0	N/A	0	15,117,74
TCW Group, Inc. ....	12,075,000	12,075,000	0	560,065
The Class IC Company, Ltd. ....	3,000,000	3,000,000	0	139,147
The Estate of James Campbell.....	356,000	356,000	0	16,512
The Travelers Indemnity Company.....	4,956,000	4,956,000	0	229,870
The Travelers Insurance Company - Life.....	2,548,000	2,548,000	0	118,182

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares That May Be Sold
The Travelers Insurance Company				
Separate Account TLAC.....	289,000	289,000	0	13,404
The Travelers Life and Annuity Company.....	304,000	304,000	0	14,100
TQA Master Plus Fund, Ltd. ....	1,000,000	1,000,000	0	46,382
TQA Masterfund, Ltd. ....	3,650,000	3,650,000	0	169,295
Travelers Series Trust Convertible Bond Portfolio.....	400,000	400,000	0	18,553
Tribeca Investments LLC.....	27,500,000	27,500,000	0	1,275,511
UBS AG London Branch.....	14,000,000	14,000,000	0	649,351
UBS O'Connor LLC (f/b/o UBS Global Equity Arbitrage Master, Ltd.).....	10,000,000	10,000,000	0	463,822
UBS Warburg LLC.....	3,500,000	3,500,000	0	162,338
University of Rochester.....	43,000	43,000	0	1,994
Value Line Convertible Fund, Inc. ....	500,000	500,000	0	23,191
Value Realization Fund, LP.....	11,675,000	11,675,000	0	541,512
Van Kampen Harbor Fund.....	3,000,000	3,000,000	0	139,147
Vanguard Convertible Securities Fund, Inc.....	5,420,000	5,420,000	0	25,139
Viacom Inc. Pension Plan Master Trust.....	68,000	68,000	0	3,154
Wake Forest University.....	1,296,000	1,296,000	0	60,111
Wasserstein Perella Securities Inc.....	1,000,000	1,000,000	0	46,382
While River Securities L.L.C.....	5,000,000	5,000,000	0	231,911
Worldwide Transactions, Ltd.....	51,000	51,000	0	2,366
Writers Guild Convertible.....	435,000	435,000	0	20,176
Wyoming State Treasurer.....	1,496,000	1,496,000	0	69,388
Yield Strategies Fund I LP.....	1,000,000	1,000,000	0	46,382
ZCM/HFR Index Management, L.L.C. (f/k/a Zurich HFR Master Hedge Fund Index Ltd.).....	100,000	100,000	0	4,638
Zeneca AG Products, Inc. ....	150,000	150,000	0	6,957
Zeneca Holdings Trust.....	375,000	375,000	0	17,393
Zurich HFR Master Hedge Fund Index LTD.....	3,200,000	3,200,000	0	148,423

(1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.

(2) Represents the number of shares of Class A common stock for which the selling securityholders may exchange their Class A Preferred Units in CC VIII, LLC and an indeterminate number of shares issuable upon such exchange, as such number may be adjusted under certain circumstances.

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SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS TO READ ABOUT IMPORTANT  
FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE CONVERTIBLE SENIOR NOTES OR SHARES  
OF OUR CLASS A COMMON STOCK.  
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These securities have not been approved or disapproved by the Securities and  
Exchange Commission or any state securities commission nor has the Securities  
and Exchange Commission or any state securities commission passed upon the  
accuracy or adequacy of the prospectus or this prospectus supplement. Any  
representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 4, 2001.