
FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Barford	David	G.	Charter Communications, Inc. - CHTR		Director 10% Owner	
(Last)	(First)	(Middle)			X Officer (give title below)	
c/o Charter Communications, Inc.			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		----- Other (specify below) Executive Vice President and Chief Operating Officer	
(Street)						
12405 Powerscourt Drive			4. Statement for Month/Year		7. Individual or Joint/Group Filing (Check applicable line)	
			September, 2001		X Form Filed by One Reporting Person	
(City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)		-- Form Filed by More than One Reporting Person	
St. Louis MO 63131			October 5, 2001			

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)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/28/01	A		50,000 (1)	A		52,500	I	By Self as Trustee for the David G. Barford Revocable Trust dated October 1, 1999

(1) Restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (12,500) of the shares vested immediately on September 28, 2001. The remainder vest in 36 equal monthly installments commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.

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 |
2. Conver-
|3. Trans-
|4. Trans-
|5. Number
of |6. Date
Exer- |7.
Title and
Amount |8.
Price
Security |
sion or |
action |
action |
Derivative |
cisable and
| of
Underlying |
of (Instr.
3) |
Exercise |
Date | Code
| Securities
Ac- |
Expiration |
Securities |
Deriv- |
Price of |
(Month/ |
(Instr. 8)|
quired (A)
or | Date |
(Instr. 3
and 4) |
ative |
Deriv- |
Day/ | |
Disposed of
(D)|
(Month/Day/
| | Secur- |
ative |
Year) | |
(Instr. 3,
4, | Year) |
| ity |
Security | |
| and 5) | |
| (Instr. 5)
| | | | |

| | | |
|Date
|Expira- | |
Amount or |
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|Exer- |tion
| Title |
Number of |
| | | Code
|V | (A) |
(D)
|cisable|Date
| | Shares |

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  | | |
|Common | |
  Employee
Stock Option
| | | | |
| | Stock,
| | (right
to buy) |
  $11.99 |
  9/28/01 |
    J(2) |
|750,000| |
(2) |9/28/11
|Class A |
  750,000 |
N/A -----
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to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (187,500) of the options vested immediately on September 28, 2001.

The remainder vest in 36 equal monthly installments commencing November 1, 2002. /s/ David G. Barford
10/5/01 -----

Signature of Reporting Person Date

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 provided is insufficient, see Instruction 6 for procedure. 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. Page 2

(Print or Type Responses)