

**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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Dykhous Richard R</u>  (Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE  (Street) ST. LOUIS MO 63131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP/Gen Counsel/Corp Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (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
Performance Vesting Stock Options	\$78.835	02/20/2013		A		9,000		12/31/2013 <sup>(1)</sup>	02/20/2023	Class A Common Stock	9,000	(1)	9,000	D	
Performance Vesting Stock Options	\$78.835	02/20/2013		A		9,000		12/31/2014 <sup>(2)</sup>	02/20/2023	Class A Common Stock	9,000	(2)	18,000	D	
Performance Vesting Stock Options	\$78.835	02/20/2013		A		9,000		12/31/2015 <sup>(3)</sup>	02/20/2023	Class A Common Stock	9,000	(3)	27,000	D	
Performance Vesting Stock Options	\$78.835	02/20/2013		A		9,000		12/31/2016 <sup>(4)</sup>	02/20/2023	Class A Common Stock	9,000	(4)	36,000	D	

**Explanation of Responses:**

- One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to December 31, 2013); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2013.
- One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to December 31, 2014); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2014.
- One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to December 31, 2015); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2015.
- One-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$85 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days for any period commencing not earlier than 60 trading days prior to December 31, 2016); and, one-half will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$105 on or after December 31, 2016.

**Remarks:**

/s/ Richard R. Dykhous      03/06/2013  
 \*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* 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 is insufficient, see Instruction 6 for procedure.

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