

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): February 15, 2001  
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CHARTER COMMUNICATIONS, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

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

000-27927

-----  
Commission File Number

43-1857213

-----  
(Federal Employer  
Identification Number)

12444 Powerscourt Drive - Suite 400  
St. Louis, Missouri

-----  
(Address of Principal Executive Offices)

(Registrant's telephone number, including area code)

63131

-----  
(Zip Code)

(314) 965-0555

## ITEM 5. OTHER ITEMS.

On February 15, 2001 Charter Communications, Inc. announced 2000 fourth quarter financial results. A copy of the press release is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

99.1 Press release dated February 15, 2001.\*

- -----  
\*filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
registrant

Dated February 15, 2001 By: /s/ KENT D. KALKWARF

-----  
Name: Kent D. Kalkwarf  
Title: Executive Vice President and Chief  
Financial Officer (Principal Financial  
Officer and Principal Accounting Officer)

EXHIBIT INDEX

99.1 Press release dated February 15, 2001.

[CHARTER COMMUNICATIONS(R) LOGO]

NEWS

FOR RELEASE: 7:00 AM CENTRAL TIME, THURSDAY, FEBRUARY 15, 2001

CHARTER COMMUNICATIONS REPORTS CONTINUED REVENUE, OCF, AND  
CUSTOMER GROWTH IN FOURTH QUARTER 2000 FINANCIAL RESULTS

## AGGRESSIVE DIGITAL AND HIGH-SPEED DATA DEPLOYMENT TO DRIVE 2001 GROWTH

ST. LOUIS -- Charter Communications, Inc. (Nasdaq: CHTR) today reported continued acceleration in the growth of revenues, operating cash flow (OCF), and basic, digital and data customers for the three months ended December 31, 2000, compared to pro forma year-ago results and compared to all other quarters in 2000.

## 2000 FINANCIAL HIGHLIGHTS

Jerry Kent, President and CEO, said "I'm pleased to report that we met, or in most cases significantly exceeded, all of the goals we set at the start of the year, as well as those expected by Wall Street analysts. In the fourth quarter, we capped the year with OCF growth that is almost twice that of any other major cable operator. We saw acceleration in core basic customer growth, which indicates the success of our digital strategy. And we ended the year with advanced service deployments that exceeded our original optimistic expectations. The fact that this was done in a year in which we integrated 13 major acquisitions is a tribute to the hard work and dedication of every employee at Charter, and the success of retaining our entrepreneurial culture."

For the fourth quarter of 2000, revenues increased 15.8% to \$893.9 million, and OCF increased 28.9% to \$433.2 million compared to the pro forma results for the fourth quarter of 1999. Pro forma revenues and OCF for the year 2000 increased 11.9% to \$3.30 billion and 19.0% to \$1.56 billion, respectively, compared to pro forma 1999 annual results. Pro forma internal customer growth was 2.5% for the year 2000. "We apparently retained our industry leadership in generating internal customer growth," Mr. Kent said. "Our aggressive approach to competition has enabled us to accelerate our internal customer growth throughout the year," he

-MORE-

## CHARTER, PAGE 2

continued. At December 31, 2000, Charter served 6,350,900 basic cable customers, compared to 6,193,700 pro forma as of December 31, 1999, a pro forma net gain of 157,200 customers.

For "same-store" cable systems owned by Charter during the fourth quarter of both the years 2000 and 1999, revenues and system operating cash flow grew 18.3% and 28.9%, respectively. These systems represented 3,783,600 customers at December 31, 2000, reflecting a 2.2% internal growth rate in basic customers compared to a year ago.

"I'm very proud of the financial and operating success Charter achieved during 2000," Mr. Kent said. "Our rate of cash flow growth increased each quarter throughout the year as we integrated acquired systems, grew our basic and advanced service offerings significantly, and achieved operating efficiencies," he continued. Mr. Kent said strong "same store" operating results reinforce his confidence that Charter will continue to be a premier operator by generating superior operating results for the foreseeable future.

## BROADBAND PIPE DELIVERS ADVANCED SERVICES TO GROWING CUSTOMER BASE

Charter ended the year with 1,069,500 digital cable customers, nearly seven times the number it had on December 31, 1999. "We began the year 2000 with some 155,000 Charter Digital Cable™ customers, and a goal to increase that number by 10,000 new customers per week," Mr. Kent said. "Consumer excitement about digital was well beyond our initial expectations, driven by a very targeted marketing effort. As a result, we attained a weekly average of 17,500 new digital customers per week, with a weekly average of 40,000 installs throughout December," he continued. "We actually achieved the one million digital customer milestone before Christmas."

Mr. Kent said close to 90% of Charter's customers now have access to digital video service, and the company plans to continue its aggressive marketing efforts throughout 2001. "I'm pleased to acknowledge the initiative each of our employees took in deploying our digital service. We wouldn't have achieved this growth without the devotion of each of them," he said. "We've achieved tremendous success in a competitive marketplace, including conversion of some 14,000 satellite customers to Charter Digital Cable service through our dish win-back program," he added.

With the addition of 67,800 cable modem customers during the fourth quarter of 2000, Charter ended the year with 252,400 data customers. Mr. Kent said the weekly cable modem

-MORE-

installation rate increased to over 5,200 per week during the fourth quarter, compared to 2,700 per week during the third quarter. "Charter's cable modem install rate ramped up throughout the year and exceeded the expectations we set at the beginning of the year 2000," Mr. Kent said. "Now that Charter Pipeline™, our two-way high-speed data product, is available to more than 50% of our customers, we're ready to step-up our marketing efforts in 2001."

Mr. Kent said Charter remains ahead of schedule in its \$3.5 billion project to build what is recognized as one of the most robust broadband infrastructures in the industry. "Approximately 70% of our customers are served by plant upgraded to at least 550 megahertz, and more than 50% of our customers have access to two-way enacted plant. By the end of the year 2002, nearly 93% of our customers will be served by 550 megahertz plant or greater, providing full, two-way interactive capability," he added.

#### RECENT DEVELOPMENTS

Charter is now offering multiple interactive services to digital customers in its Los Angeles Region. The company was the first to integrate Wink's Enhanced Broadcasting product with DIVA's video-on-demand (VOD) technology, providing Charter Digital Cable customers with access to product information, news on-demand, coupons and shopping on more than 20 digital channels. VOD technology is available to Charter digital cable customers in Los Angeles and the suburbs of Atlanta, passing more than 250,000 homes.

Charter announced a trial of IP telephony service in St. Louis, partnering with Nortel Networks and ANTEC. Slated to begin this Summer, the trial will involve up to 500 residents in the St. Louis area. Charter also has an IP telephony trial underway in Wisconsin using TelCordia, Cisco and Motorola equipment.

#### LOOKING AHEAD

In 2000, cable system pro forma revenue and operating cash flow, before corporate overhead, grew 11.9% and 12.4% respectively. In 2001, Charter expects an acceleration in revenue and operating cash flow, with revenue expected to grow between 14% and 16% compared to pro forma 2000 results. Operating cash flow growth is expected to range between 12% and 14%. In the year 2000, Charter began a three-year plan to build a state of the art customer care center in each region. One-time expenses associated with the launch of each center began to affect the Company in 2000. These expenses will approach \$11 million in 2001.

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CHARTER, PAGE 4

Basic internal customer growth is expected to again exceed 2.0% for 2001. Aggressive digital customer growth is expected to continue into 2001, and Mr. Kent said the company should end the year with approximately 2 million Charter Digital Cable customers, or a penetration rate in the excess of 30%. Marketing efforts for high-speed Internet access will increase in 2001 as more plant miles are upgraded to two-way interactivity. Charter expects to end 2001 with over 500,000 Charter Pipeline customers, nearly doubling that customer base. VOD launches are planned for ten additional markets in 2001. Mr. Kent said he expects approximately 2.2 million homes will have access to VOD technology by the end of 2001.

"With continued solid underlying `same store' performance, the completed integration of 13 major acquisitions behind us, accelerated momentum in the deployment of our digital and high speed services, and the expected rollout of our TV portal, currently trialing in St. Louis, Charter enters 2001 hitting on all cylinders, and moving more quickly toward delivering our vision of a wired world," Mr. Kent concluded.

With nearly 6.4 million customers, Charter Communications, a Wired World company(TM), is among the nation's largest broadband communications companies. Charter offers a full range of broadband services and products, including analog cable television under the Charter Cable brand; digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline (TM). Charter's Class A common stock is traded on the Nasdaq National Market under the ticker symbol "CHTR." More information about Charter can be found on the Internet at [www.chartercom.com](http://www.chartercom.com).

# # #

Detailed financial information is included in the attached addendum.

Charter will conduct a conference call to discuss their operating results on Thursday, February 15, 2001, at 11:00 AM Eastern Time. The call will be available live via webcast at [www.chartercom.com](http://www.chartercom.com). The call will be available on the "Investor" portion of the website, via "About Charter." Participants should go to the call link at least 10 minutes prior to the start time to register. The call will be archived on the website.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." These forward-looking statements include specific projections regarding Charter's revenues and operating cash flow for the year 2001 as well as projections regarding growth in digital cable and high-speed Internet customers. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission. All forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement.

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CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED OPERATING RESULTS

(DOLLARS IN THOUSANDS)

	THREE MONTHS ENDED DECEMBER 31		% CHANGE
	PRO FORMA(a) 2000	PRO FORMA(a) 1999	
	(UNAUDITED)		
REVENUES:			
Basic	\$ 581,247	\$ 543,240	
Premium	55,166	56,282	
Pay-per-view	6,715	13,714	
Digital	41,272	7,050	
Data services	20,654	4,905	
Advertising sales	92,073	59,747	
Other	96,750	86,663	
Total revenues	893,877	771,601	15.8%
OPERATING EXPENSE:			
Programming	208,664	194,391	
General and administrative	139,387	122,641	
Service	49,018	42,488	
Marketing	18,096	17,706	
Advertising sales	15,905	14,512	
Other	15,949	6,083	
Corporate expense charge - related party	13,673	37,659	
Total operating expenses	460,692	435,480	5.8%
Operating cash flow	\$ 433,185	\$ 336,121	28.9%

(a) The pro forma results reflect all acquisitions and mergers of cable systems closed during 1999 and 2000.

Addendum to Charter Communications Year-end 2000 Earnings Release

CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED OPERATING RESULTS

(DOLLARS IN THOUSANDS)

	YEAR ENDED DECEMBER 31		% CHANGE
	PRO FORMA(a) 2000	PRO FORMA(a) 1999	
	(UNAUDITED)	(UNAUDITED)	(UNAUDITED)
<b>REVENUES:</b>			
Basic	\$ 2,287,525	\$ 2,131,197	
Premium	231,800	264,975	
Pay-per-view	29,070	52,450	
Digital	91,869	18,761	
Data services	64,973	20,476	
Advertising sales	220,205	158,057	
Other	375,420	305,119	
Total revenues	3,300,862	2,951,035	11.9%
<b>OPERATING EXPENSES:</b>			
Programming	749,810	693,760	
General and administrative	546,752	458,785	
Service	199,811	169,458	
Marketing	64,361	54,838	
Advertising sales	61,721	57,712	
Other	58,964	76,100	
Corporate expense charge - related party	55,960	126,854	
Total operating expenses	1,737,379	1,637,507	6.1%
Operating cash flow	\$ 1,563,483	\$ 1,313,528	19.0%

(a) The pro forma results reflect all acquisitions and mergers of cable systems closed during 1999 and 2000.

Addendum to Charter Communications Year-end 2000 Earnings Release

CHARTER COMMUNICATIONS, INC.  
SUMMARY OF OPERATING STATISTICS

CABLE TELEVISION	ACTUAL	PRO FORMA(a)	ACTUAL
	DECEMBER 31 2000	DECEMBER 31, 1999	DECEMBER 31, 1999
Homes Passed	10,225,000	9,970,000	8,827,300
Basic Customers	6,350,900	6,193,700	5,452,600
Basic Penetration	62.1%	62.1%	61.8%
Premium Units	4,939,100	3,144,500	2,844,400
Premium Penetration	77.8%	50.8%	52.2%
Average Monthly Revenue per Basic Customer (quarter)	\$ 46.92	\$ 41.53	\$ 35.64
DIGITAL VIDEO	ACTUAL	PRO FORMA(a)	ACTUAL
	DECEMBER 31 2000	DECEMBER 31, 1999	DECEMBER 31, 1999
Digital Homes Passed	8,793,000	4,675,000	4,085,700
Customers	1,069,500	155,400	126,200
Penetration	12.2%	3.3%	3.1%
Digital Converters Deployed	1,336,900	176,600	144,300
DATA SERVICES	ACTUAL	PRO FORMA(a)	ACTUAL
	DECEMBER 31 2000	DECEMBER 31, 1999	DECEMBER 31, 1999
Data Homes Passed	5,550,800	4,422,000	3,938,600
Customers	252,400	84,400	72,000
Penetration	4.5%	1.9%	1.8%
TELEVISION-BASED INTERNET ACCESS	ACTUAL	PRO FORMA(a)	ACTUAL
	DECEMBER 31 2000	DECEMBER 31, 1999	DECEMBER 31, 1999
Television-Based Internet Homes Passed	472,100	429,000	429,000
Customers	9,700	7,100	7,100
Penetration	2.1%	1.7%	1.7%
OTHER STATISTICS	ACTUAL	PRO FORMA(a)	ACTUAL
	DECEMBER 31 2000	DECEMBER 31, 1999	DECEMBER 31, 1999
For the quarter ended			
Capital Expenditures (in 000's)	\$ 996,000(b)	\$ 429,500	\$ 356,200
As of			
Book Value per Share	\$ 11.57	\$ 13.93	\$ 13.57

(a) The pro forma statistics as of and for the quarter ended December 31, 1999 reflect all acquisitions closed since this date, including Bresnan Communications and Kalamazoo.

(b) Capital expenditures for the year ended December 31, 2000 were \$2.825 billion.

CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

	PERIOD ENDED DECEMBER 31, 2000	
	THREE MONTHS	TWELVE MONTHS
	(UNAUDITED)	
REVENUE:		
Basic	\$ 581,247	\$ 2,249,339
Premium	55,166	226,598
Pay-per-view	6,715	28,590
Digital	41,272	91,115
Data services	20,654	63,330
Advertising sales	92,073	220,205
Other	96,750	370,045
Total revenues	893,877	3,249,222
OPERATING EXPENSES:		
Programming	208,664	736,043
General and administrative	139,387	543,865
Service	49,018	192,603
Marketing	18,096	63,789
Advertising sales	15,905	56,499
Other	15,949	58,554
Corporate expense charge - related party	13,673	55,243
Total operating expenses	460,692	1,706,596
Operating cash flow	433,185	1,542,626
Depreciation	347,026	1,209,698
Amortization	348,163	1,263,384
Option compensation expense	6,773	40,978
Interest, net	293,174	1,051,782
Other, net	25,774	31,729
	(587,725)	(2,054,945)
Minority Interest in Loss of Subsidiary	346,628	1,226,295
Net Loss	\$ (241,097)	\$ (828,650)
Basic and Diluted Loss per Share	\$ (1.03)	\$ (3.67)
Weighted Average Common Shares Outstanding	233,738,668	225,697,775

Addendum to Charter Communications Year-end 2000 Earnings Release

CHARTER COMMUNICATIONS, INC.  
UNAUDITED CONSOLIDATED BALANCE SHEET DATA

(DOLLARS IN THOUSANDS)

	ACTUAL DECEMBER 31, 2000	ACTUAL DECEMBER 31, 1999	PRO FORMA(a) DECEMBER 31, 1999
	-----	-----	-----
<b>ASSETS</b>			
Current Assets:			
Cash and cash equivalents	\$ 130,702	\$ 133,706	\$ 149,656
Accounts receivable, net of allowance for doubtful accounts	217,667	93,743	103,541
Receivable from related party	6,480	--	--
Prepaid expenses and other	77,719	35,142	35,490
Total current assets	----- 432,568	----- 262,591	----- 288,687
Investment in Cable Properties:			
Property, plant and equipment, net	5,267,519	3,490,573	3,875,036
Franchises, net	17,068,702	14,985,793	17,899,820
Total investment in cable properties	----- 22,336,221	----- 18,476,366	----- 21,774,856
Other Assets	274,777	227,550	356,423
	----- \$ 23,043,566	----- 18,966,507	----- \$ 22,419,966
	=====	=====	=====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current Liabilities:			
Accounts payable and accrued expenses	\$ 1,367,234	\$ 706,775	\$ 663,606
Payables to related party	-	13,183	13,259
Total current liabilities	----- 1,367,234	----- 719,958	----- 676,865
Long-Term Debt	13,060,455	8,936,455	11,241,727
Deferred Management Fees - Related Party	13,751	21,623	21,623
Other Long-Term Liabilities	285,266	145,124	155,144
Minority Interest	4,089,329	5,381,331	5,229,709
Redeemable Securities	1,104,327	750,937	1,846,176
Shareholders' Equity	3,123,204	3,011,079	3,248,722
	----- \$ 23,043,566	----- \$ 18,966,507	----- \$ 22,419,966
	=====	=====	=====

(a) The pro forma balance sheet reflects all acquisitions and mergers of cable systems closed during 1999 and 2000, the issuance and sale of senior and senior discount notes by Charter Communications Holdings, LLC in March 1999, January 2000 and January 2001, and the issuance and sale of convertible senior notes by Charter Communications, Inc. in October 2000 and November 2000.

Addendum to Charter Communications Year-end 2000 Earnings Release

CHARTER COMMUNICATIONS, INC.  
"SAME STORE RESULTS"

(DOLLARS IN THOUSANDS, EXCEPT PER BASIC CUSTOMER DATA)

OPERATING RESULTS	Three Months Ended December 31		% CHANGES
	2000	1999	
	(UNAUDITED)		
REVENUES:			
Basic	\$ 354,046	\$ 332,970	
Premium	36,130	41,081	
Pay-per-view	4,548	7,803	
Digital	29,393	4,383	
Data services	14,115	5,567	
Advertising sales	46,273	28,802	
Other	78,045	55,122	
Total revenues	562,550	475,728	18.3%
OPERATING EXPENSES:			
Programming	116,841	109,463	
General and administrative	95,435	85,991	
Service	27,344	26,650	
Marketing	7,586	7,167	
Advertising sales	7,866	7,195	
Other	21,885	17,763	
Total operating expenses	276,957	254,229	8.9%
System operating cash flow	\$ 285,593	\$ 221,499	28.9%

OPERATING DATA	DECEMBER 31, 2000	DECEMBER 31, 1999	
	(UNAUDITED)		
Homes Passed	6,017,700	5,887,900	
Basic Customers	3,783,600	3,703,500	2.2%
Basic Penetration	62.9%	62.9%	
Premium Units	3,232,500	2,205,800	
Digital Video Customers	690,600	79,900	
Data Customers	186,900	59,100	
Average Monthly Revenue per Basic Customer	\$ 49.56	\$ 42.82	15.7%

Note: The above "same store" information presents operating results and data for the fourth quarter of 2000 as compared to the fourth quarter of 1999 for the cable systems owned by Charter Communications as of October 1, 1999.

Addendum to Charter Communications Year-end 2000 Earnings Release

## CHARTER COMMUNICATIONS, INC.

## 2000 HIGHLIGHTS

	Q1 2000	Q2 2000	Q3 2000	Q4 2000	FULL YEAR 2000
	-----	-----	-----	-----	-----
PRO FORMA(a), DOLLARS IN THOUSANDS, EXCEPT EPS					
Revenues	\$763,589	\$799,602	\$842,405	\$893,378	\$3,298,974
Operating Cash Flow	\$353,674	\$375,291	\$400,319	\$433,075	\$1,562,359
2001 Projections					
	Q1 2001	Q2 2001	Q3 2001	Q4 2001	FULL YEAR 2001
	-----	-----	-----	-----	-----
GROWTH RATES OVER PRO FORMA(a) YEAR-AGO PERIOD					
Revenues	12.5-14.5%	13.0-15.0%	13.5-15.5%	15.0-17.0%	14.0-16.0%
Operating Cash Flow	8.0-10.0%	11.5-13.5%	12.0-14.0%	15.5-17.5%	12.0-14.0%
EPS	(\$1.24) - (1.29)	(\$1.21) - (1.26)	(\$1.24) - (1.27)	(\$1.25) - (1.28)	(\$4.94) - (5.10)

(a) Pro forma for all acquisitions completed in 2000 and for the sale of 4,715 customers in Dickinson, North Dakota, completed on December 31, 2000.

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