

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Rutledge Thomas</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [ CHTR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>		
(Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>04/25/2016</u>					
(Street) <u>STAMFORD CT 06901</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/27/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	\$201.56 <sup>(1)</sup>	04/25/2016		A		1,000,000 <sup>(1)(2)</sup>		(3)	04/25/2026	Class A Common Stock	1,000,000	\$0	1,000,000	D	
Performance Vesting Stock Options	\$210.08 <sup>(1)</sup>	04/26/2016		A		800,000 <sup>(1)(2)</sup>		(4)	04/26/2026	Class A Common Stock	800,000	\$0	800,000	D	

Explanation of Responses:

- In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of options (multiplied by .9042). As the grants occurred before the Time Warner Cable Inc. transactions, the number of shares, exercise prices and performance targets in this Form 4 were not adjusted for purposes of this filing.
- This award was incorrectly reported as 1,800,000 options granted on April 25, 2016. The actual award was 1,000,000 options granted on April 25, 2016 and 800,000 options granted on April 26, 2016.
- Stock options granted on April 25, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 200,000 shares subject to the attainment of a \$262 per-share hurdle (with a 10-year term); 200,000 shares subject to the attainment of a \$330 per-share hurdle (with a 10-year term); 200,000 shares subject to the attainment of a \$412 per-share hurdle (with a 10-year term); 200,000 shares subject to the attainment of a \$449 per-share hurdle (with a 10-year term); and 200,000 shares subject to the attainment of a \$510 per-share hurdle (with a 10-year term). One third of the stock options will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any options that have not vested within 6 years from the date of grant will be cancelled.
- Stock options granted on April 26, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 160,000 shares subject to the attainment of a \$262 per-share hurdle (with a 10-year term); 160,000 shares subject to the attainment of a \$330 per-share hurdle (with a 10-year term); 160,000 shares subject to the attainment of a \$412 per-share hurdle (with a 10-year term); 160,000 shares subject to the attainment of a \$449 per-share hurdle (with a 10-year term); and 160,000 shares subject to the attainment of a \$510 per-share hurdle (with a 10-year term). One third of the stock options will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any options that have not vested within 6 years from the date of grant will be cancelled.

Remarks:

/s/Daniel J. Bollinger as attorney-in-fact for 06/21/2016  
Thomas M. Rutledge  
 \*\* 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.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned constitutes and appoints each of Richard R. Dykhouse, Thomas E. Proost, Daniel J. Bollinger, Constance

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exerc

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of th

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: \_\_1/16/15\_\_\_\_\_ By: \_\_/s/Thomas M. Rutledge\_\_ \_\_\_\_\_

Print Name: Thomas M. Rutledge

Sec.16PowerAtty.doc