FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this 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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* Howard Kevin D							2. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]									f Reporting Person(s) to Issue able) 10% Owne (give title Other (spe			/ner
(Last) C/O CHA 12405 PC	05	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2013									SVP/CAO/Controller								
(Street) ST. LOUIS MO 63131 (City) (State) (Zip)				_ 4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)									vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - I	Non-Der	ivativ	e Sec	curiti	es A	cquire	ed, D	isposed o	f, or B	enefic	cially	Owned				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y						Exec if any	Deemed cution Date, y nth/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			Benefic Owned		es ially Following	6. Owner Form: Di (D) or Inc (I) (Instr.	rect lirect 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			(Instr. 4)
Class A Common Stock 05/10/202						.3			M		18,750(1)	Α	\$35	.375	19	,347	D		
Class A Common Stock 05/10/20:						13			м 5,000 ⁽²⁾ А		\$55	55.12 24		,347	D				
Class A Common Stock 05/10/201						13			S		24,347(3)	D	\$110.	10.815 ⁽⁴⁾		0			
		-	Table								sposed of, , convertil				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, /Day/Year)		Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e Exer ation D h/Day/		7. Title and Amour of Securities Underlying Derivative Securit (Instr. 3 and 4)		D	Price of erivative ecurity 1str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ow For Dire or I (I) (nership m: ect (D) ndirect Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amo or Num of Shar	ber					
Stock Options	\$35.375	05/10/2013			M			18,750	03/01	/2011	07/27/2020	Class A Common Stock		750	\$35.375	6,250		D	
Time- Vesting Stock	\$55.12	05/10/2013			M			5,000	04/26	/2012	04/26/2021	Class A Common		00	\$55.12	15,000		D	

Explanation of Responses:

- 1. Exercise of vested stock options granted on 7/27/2010 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 25% of the aggregate grant vest at March 1, 2011, 2012, 2013 and 2014; such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.
- 2. Exercise of vested stock options granted on 4/26/2011 under the Charter Communications, Inc. 2009 Stock Incentive Plan. One-third will become exercisable in four equal installments on each of the first four anniversaries of April 26, 2011; one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2011; and one-third will become exercisable in four equal installments on each of the first four anniversaries of the vesting commencement date of December 31, 2012. Such options terminate 10 years from the date of grant unless terminated sooner in accordance with the plan or agreement.
- 3. Includes sale of stock options reported as exercised in Footnotes 1 and 2.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.8 to \$110.86, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

/s/ Kevin D. Howard

05/13/2013

** 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.