

OMB APPROVAL

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*

Martin Paul E.

(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

Charter Communications, Inc. - CHTR

3. IRS or Social Security Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

June 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior Vice President - Corporate Controller

7. Individual or Joint/Group Filing (Check Applicable Line)

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)	3. Transaction Code (Instr. 8) ----- Code V	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. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	or (D)	Price			
Class A Common Stock	6/14/02	P	1,000	A	4.16	6,000(1)	D	

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(1) Total Number of Class A Common Stock owned at the End of the Month.

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).

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

1.	2.	3.	4.	5.	6.		7.		8.	9.	10.	11.
Title of Derivative Security (Instr. 3)	Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	Trans- action Date (Month/ Day/ Year)	Trans- action Code (Instr. 8) ----- Code V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	Price of Deriv- ative Secur- ity (Instr. 5)	Bene- ficially Owned at End of Month (Instr. 4)	Deriv- ative Secur- ities Ben- e- ficially Owned at End of Month (Instr. 4)	Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	Nature of In- direct Bene- ficial Own- er- ship (Instr. 4)	

Explanation of Responses:

/s/ Paul E. Martin June 28, 2002

Paul E. Martin
**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.