

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
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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>Winfrey Christopher L</u> (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET</u> (Street) <u>STAMFORD CT 06901</u> (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 Officer (give title below) Other (specify below) X Chief Financial Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2020</u> | |

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 | | | |
| Class A Common Stock | 02/04/2020 | | M | | 81,378 ⁽¹⁾ | A | \$36.17 | 91,156 | D | |
| Class A Common Stock | 02/04/2020 | | F | | 21,352 ⁽²⁾ | D | \$528.64 | 69,804 | D | |
| Class A Common Stock | 02/04/2020 | | F | | 21,346 ⁽²⁾ | D | \$528.85 | 48,458 | D | |
| Class A Common Stock | 02/04/2020 | | S | | 19,337 | D | \$523.77 ⁽³⁾ | 29,121 | D | |
| Class A Common Stock | | | | | | | | 27,126 | I | Shares held by Atalaya Management, LLC |
| Class A Common Stock | | | | | | | | 34,908 | I | Shares held by Winfrey Dynasty Trust |
| Class A Common Stock | | | | | | | | 34,909 | I | Shares held by Yeniley L Winfrey Irrevocable Trust |
| Class A Common Stock | | | | | | | | 945 | I | Shares held by Yeniley Lorenzo Winfrey Rev Tr U/A DTD 07/27/2001 |

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 |
| Stock Options | \$36.17 | 02/04/2020 | | M | | 81,378 ⁽¹⁾ | | 11/01/2013 | 11/01/2020 | Class A Common Stock | 81,378 | (1) | 0 | D | |
| Stock Options | \$221.25 | 01/28/2020 | | J | V | 99,461 ⁽⁴⁾ | | (4) | 06/17/2026 | Class A Common Stock | 99,461 ⁽⁵⁾ | (5) | 397,848 | D | |
| Stock Options | \$221.25 | 01/28/2020 | | J | V | 99,461 ⁽⁴⁾ | | (4) | 06/17/2026 | Class A Common Stock | 99,461 ⁽⁵⁾ | \$0 ⁽⁵⁾ | 99,461 | I | By Trust |
| Stock Options | \$150.88 | 01/28/2020 | | J | V | 24,064 ⁽⁶⁾ | | (6) | 01/15/2026 | Class A Common Stock | 24,064 ⁽⁶⁾ | (7) | 0 | D | |
| Stock Options | \$150.88 | 01/28/2020 | | J | V | 24,064 ⁽⁶⁾ | | (6) | 01/15/2019 | Class A Common Stock | 24,064 ⁽⁶⁾ | (7) | 24,064 | I | By Trust |

Explanation of Responses:

1. Pursuant to a 10b5-1 plan entered into in 2019 to address ten-year options to expire in 2020, the reporting person exercised 81,378 stock options granted in 2010 under the Charter Communications, Inc. 2009 Stock

Incentive Plan.

2. Withholding of securities for the purpose of paying the exercise price and paying taxes from the transactions pursuant to the 10b5-1 plan reported in footnote #1.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions pursuant to the 10b5-1 plan reported in footnote #1 at prices ranging from \$519.85 to \$528.31, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. Stock options granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan: 99,461 shares subject to the attainment of a \$289.76 per-share hurdle (with a 10-year term); 99,462 shares subject to the attainment of a \$364.97 per-share hurdle (with a 10-year term); 99,462 shares subject to the attainment of \$455.66 per-share hurdle (with a 10-year term); 99,462 shares subject to the attainment of a \$496.58 per-share hurdle (with a 10-year term); and 99,462 shares subject to the attainment of a \$564.04 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.

5. On January 28, 2020 the reporting person transferred 99,461 stock options to the Christopher L. Winfrey 2019 GRAT I.

6. Stock options granted on January 15, 2016 under the Charter Communications, Inc. 2009 Stock Incentive Plan. The options became fully exercisable on January 15, 2019.

7. On January 28, 2020, the reporting person transferred 24,064 stock options to the Christopher L. Winfrey 2019 GRAT I.

Remarks:

/s/Daniel J. Bollinger as attorney-
in-fact for Christopher L. 02/06/2020
Winfrey

** 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.

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