

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

[X] Check 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

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

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Kalkwarf	Kent	D.	Charter Communications, Inc. - CHTR		Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		X Officer (give title below)	
c/o Charter Communications, Inc.			4. Statement for Month/Year		----- Other (specify below) Executive Vice President and Chief Financial Officer	
(Street)			September, 2001		7. Individual or Joint/Group Filing (Check applicable line)	
12405 Powerscourt Drive			5. If Amendment, Date of Original (Month/Year)		X Form Filed by One Reporting Person	
(City)	(State)	(Zip)			-- Form Filed by More than One Reporting Person	
St. Louis	MO	63131				

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)		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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/28/01	A		50,000 (1)	A		59,000	D	

(1) Restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (12,500) of the shares vested immediately on September 28, 2001. The remainder vest in 36 equal monthly installments commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.

FORM 4  
 (CONTINUED)  
 TABLE II --  
 DERIVATIVE  
 SECURITIES  
 ACQUIRED,  
 DISPOSED OF,  
 OR  
 BENEFICIALLY  
 OWNED (E.G.,  
 PUTS, CALLS,  
 WARRANTS,  
 OPTIONS,  
 CONVERTIBLE  
 SECURITIES)

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1. Title of Derivative |  
 2. Conversion or action |  
 3. Trans- |  
 4. Trans- |  
 5. Number of |  
 6. Date of Exer- |  
 7. Title and Amount |  
 8. Price |  
 Security |  
 sion or |  
 action |  
 action |  
 Derivative |  
 cisable and |  
 of |  
 Underlying |  
 of (Instr. |  
 3) |  
 Exercise |  
 Date | Code |  
 Securities |  
 Ac- |  
 Expiration |  
 Securities |  
 Deriv- |  
 Price of |  
 (Month/ |  
 (Instr. 8) |  
 quired (A) |  
 or | Date |  
 (Instr. 3 |  
 and 4) |  
 ative |  
 Deriv- |  
 Day/ | |  
 Disposed of |  
 (D) |  
 (Month/Day/ |  
 | | Secur- |  
 ative |  
 Year) | |  
 (Instr. 3, |  
 4, | Year) |  
 | ity |  
 Security | |  
 | and 5) | |  
 | (Instr. 5) | |  
 | | | | ----  
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 | | | |  
 | Date |  
 | Expira- | |  
 Amount or |  
 | | |  
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 | Exer- | tion |  
 | Title |  
 Number of |  
 | | | Code |  
 | V | (A) |  
 (D) |  
 | cisable | Date |  
 | | Shares |

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- | | | |  
| | | |  
| Common | |  
Employee  
Stock Option  
| | | | |  
| | Stock,  
| | (right  
to buy) |  
\$11.99 |  
9/28/01 |  
J(2) |  
|750,000| |  
(2) |9/28/11  
|Class A |  
750,000 |  
N/A -----

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-- 9. Number  
of | 10.  
Ownership |  
11. Nature  
of  
Derivative |  
Form of |  
Indirect  
Securities |  
Derivative |  
Beneficial  
Beneficially  
| Security:  
| Ownership  
Owned at End  
| Direct (D)  
| (Instr. 4)  
of Month |  
or Indirect  
(I) |  
(Instr. 4) |  
(Instr. 4) |

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-- 750,000 |  
D	-----

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Explanation  
of  
Responses:  
(2) Granted

to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (187,500) of the options vested immediately on September 28, 2001.

The remainder vest in 36 equal monthly installments commencing November 1, 2002. /s/ Kent D. Kalkwarf  
10/5/01 -----  
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\*\*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. Page 2

(Print or Type Responses)