

| OMB APPROVAL | |
|----------------------------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* ALLEN PAUL G | | | 2. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS INC /MO/ [CHTR] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2009 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | (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 |
| Options to Purchase Class A Common Stock | \$23.09 | 11/30/2009 | | J ⁽¹⁾⁽²⁾ | | | 10,000 | (1)(2) | (1)(2) | Class A Common Stock | 10,000 | (1)(2) | 0 | D | |
| Class B Common Stock | (3) | 11/30/2009 | | J ⁽¹⁾⁽⁴⁾ | | | 50,000 | (1)(4) | (1)(4) | Class A Common Stock | 50,000 ⁽³⁾ | (1)(4) | 0 | D | |
| Class A Common Membership Units ⁽⁵⁾ | (3)(6) | 11/30/2009 | | J ⁽¹⁾⁽⁴⁾ | | | 324,300,479 | (1)(4) | (1)(4) | Class A Common Stock | 324,300,479 ⁽³⁾⁽⁶⁾ | (1)(4) | 0 | I | See Footnote ⁽⁵⁾ |
| Class C Common Membership Units ⁽⁷⁾ | (3)(6) | 11/30/2009 | | J ⁽¹⁾⁽⁴⁾ | | | 14,831,552 | (1)(4) | (1)(4) | Class A Common Stock | 14,831,552 ⁽³⁾⁽⁶⁾ | (1)(4) | 0 | I | See Footnote ⁽⁷⁾ |
| Subordinated Accreting Note ⁽⁸⁾ | (3)(6)(9) | 11/30/2009 | | J ⁽¹⁾⁽⁴⁾ | | | 1 ⁽⁹⁾ | (1)(4) | (1)(4) | Class A Common Stock | 42,266,030 ⁽³⁾⁽⁶⁾⁽⁹⁾ | (1)(4) | 0 | I | See Footnote ⁽⁸⁾ |

Explanation of Responses:

- On November 30, 2009 (the "Effective Date"), the Issuer, Charter Investment, Inc. ("CII") and certain direct and indirect subsidiaries of the Issuer (collectively, the "Debtors") consummated their reorganization under chapter 11 of title 11 of the United States Code and the joint plan of reorganization of the Debtors (the "Plan") became effective.
- Pursuant to the Plan, on the Effective Date, among other things, all of the unexercised options to purchase Class A Common Stock of the Issuer were cancelled.
- Class B Common Stock of the Issuer was convertible at any time into Class A Common Stock of the Issuer on a one-for-one basis.
- Pursuant to the Plan, on the Effective Date, among other things, all of the shares of Class A Common Stock and Class B Common Stock of the Issuer were cancelled and the Issuer ceased to be the issuer of any class of equity security registered pursuant to Section 12 of the Securities Exchange Act of 1934.
- Class A Common Membership Units ("Class A Units") of Charter Communications Holding Company, LLC ("Charter Holdco") held by CII. The Reporting Person is the sole stockholder of CII.
- CII had an exchange option with the Issuer giving CII the right to exchange both its Class A Units and Class C Units for shares of Class B Common Stock of the Issuer on a one-for-one basis.
- Class C Common Membership Units ("Class C Units") of Charter Holdco held by CII. The Reporting Person is the sole stockholder of CII.
- CCHC, LLC Subordinated Accreting Note (the "Note") held by CII. The Reporting Person is the sole stockholder of CII.
- The Note was exchangeable for Class A Units. The Note's exchange price was subject to adjustment upon the occurrence of certain dilutive events. As of November 29, 2009, the accreted value of the Note was \$84,532,060 and the Note was exchangeable into 42,266,030 Class A Units.

Remarks:

/s/ William L. McGrath, Attorney- 12/02/2009
in-fact for Paul G. Allen

** 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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes, designates and appoints William L. McGrath and Martha Fuller as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution and full power to act alone and without the other, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to execute, acknowledge, deliver and file any and all filings required by the Securities Exchange Act of 1934, as amended, including Sections 13 and 16 of such Act, and the rules and regulations thereunder, and requisite documents in connection with such filings, including but not limited to Forms 3, 4 and 5 and Schedules 13D and 13G under such act and any amendments thereto.

This power of attorney shall be valid from the date hereof until revoked by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 24th day of November, 2009.

/s/ Paul G. Allen