

Rutledge Thomas
Form 3
February 22, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Â Rutledge Thomas
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/13/2012

3. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

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

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

C/O CHARTER COMMUNICATIONS, INC., Â 12405 POWERSCOURT DRIVE
 (Street)

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

ST. LOUIS, Â MO Â 63131
 (City) (State) (Zip)

6. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	306,700 ⁽¹⁾	D	Â
Class A Common Stock	305,000 ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Vesting Stock Options	Â (3)	12/19/2021	Class A Common Stock	446,800	\$ 53.595	D	Â
Time-Vesting Stock Options	Â (4)	12/19/2021	Class A Common Stock	200,000	\$ 53.595	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rutledge Thomas C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	Â X	Â	Â President and CEO	Â

Signatures

/s/ Thomas M.
Rutledge

02/22/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Restricted Stock granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 102,233 shares subject to the attainment of a \$60 per-share hurdle; 102,233 shares subject to the attainment of a \$80 per-share hurdle; and 102,234 shares subject to the attainment of a \$100 per-share hurdle (each with a ten-year term). Vesting schedule as follows: (i) 25% first eligible to vest on December 19, 2012; (ii) 25% first eligible to vest on December 19, 2013; (iii) 25% first eligible to vest on December 19, 2014; and (iv) 25% first eligible to vest on December 19, 2015.
- (1) Restricted Stock granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of February 13, 2012.
- Stock options granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 75,000 stock options subject to the attainment of a \$60 per-share hurdle (with a 10-year term); 75,000 stock options subject to the attainment of a \$80 per-share hurdle (with a 10-year term); 75,000 stock options subject to the attainment of a \$100 per-share hurdle (with a 10-year term); 110,900 stock options subject to the attainment of a \$125 per-share hurdle (with a 4-year term); and 110,900 stock options subject to the attainment of a \$150 per-share hurdle (with a four year term). Vesting schedule as follows: (i) 25% first eligible to vest on December 19, 2012; (ii) 25% first eligible to vest on December 19, 2013; (iii) 25% first eligible to vest on December 19, 2014; and (iv) 25% first eligible to vest on December 19, 2015.
- (3) Stock options granted on December 19, 2011 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of February 13, 2012.

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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