Winfrey Christopher L Form 4 August 03, 2012

Check this box

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person *

Winfrey Christopher L

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHARTER COMMUNICATIONS. INC. /MO/ [CHTR]

(Month/Day/Year)

08/03/2012

3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

EVP/Chief Financial Officer

below)

Other (specify X_ Officer (give title

C/O CHARTER COMMUNICATIONS, INC., 12405

POWERSCOURT DRIVE

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ST. LOUIS, MO 63131

(City) (State) (Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

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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 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. Transactic Code (Instr. 8)	5. Number proof 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units	\$ 0	08/03/2012		A	2,200	12/31/2012(1)	12/31/2012	Class A Common Stock	2,200
Restricted Stock Units	\$ 0	08/03/2012		A	2,200	02/03/2014	02/03/2014	Class A Common Stock	2,200
Restricted Stock Units	\$ 0	08/03/2012		A	2,200	02/03/2015	02/03/2015	Class A Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Winfrey Christopher L C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131

EVP/Chief Financial Officer

Deletionship

Signatures

/s/ Christopher L. 08/03/2012 Winfrey

**Signature of Reporting Date
Person

Explanation of Responses:

- * 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).

Restricted Stock Units granted pursuant to the Company's 2009 Stock Incentive Plan, 2,200 restricted stock units will vest on December (1) 31, 2012, subject to the completion of either (i) the sale of Mr. Winfrey's residence; or (ii) Mr. Winfrey's relocation to New York City

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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