

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
December 28, 2016

FORM 4

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

OMB APPROVAL

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Check this 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 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 *
ADVANCE/NEWHOUSE PARTNERSHIP

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

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

(Last) (First) (Middle)
5823 WIDEWATERS PARKWAY,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2016

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

EAST SYRACUSE, NY 13057
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

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)
Charter Communications Class A Common Stock	12/28/2016		C	V A \$ 289.8266 (1)	1,852,832	I	See Remarks

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

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SEC 1474 (9-02)

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. 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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Units of Charter Communications Holdings, LLC	(2)	12/28/2016		C	1,852,832 (3)	05/18/2016	(2)	Charter Communications Class A Common Stock
Class B Common Units of Charter Communications Holdings, LLC	(2)	12/28/2016		D	752,767 (4)	05/18/2016	(2)	Charter Communications Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADVANCE/NEWHOUSE PARTNERSHIP 5823 WIDEWATERS PARKWAY EAST SYRACUSE, NY 13057		X		
NEWHOUSE BROADCASTING CORP 5823 WIDEWATERS PARKWAY EAST SYRACUSE, NY 13057		X		
ADVANCE PUBLICATIONS, INC 950 FINGERBOARD ROAD STATEN ISLAND, NY 10305		X		
NEWHOUSE FAMILY HOLDINGS, L.P. ONE WORLD TRADE CENTER NEW YORK, NY 10007		X		
ADVANCE LONG-TERM MANAGEMENT TRUST C/O ROBINSON MILLER LLC ONE NEWARK CENTER, 19TH FLOOR NEWARK, NJ 07102		X		

Signatures

Advance/Newhouse Partnership, By: /s/ Michael A. Newhouse, Vice President	12/28/2016
**Signature of Reporting Person	Date
Advance Publications, Inc., By: /s/ Michael A. Newhouse, Co-President	12/28/2016
**Signature of Reporting Person	Date
Advance Long-Term Management Trust, By: /s/ Michael A. Newhouse, Trustee	12/28/2016

<u>Signature of Reporting Person</u>	Date
Newhouse Broadcasting Corporation, By: /s/ Michael A. Newhouse, Executive Vice President	12/28/2016
<u>Signature of Reporting Person</u>	Date
Newhouse Family Holdings, L.P., By: Advance Long-Term Management Trust, as General Partner, By: /s/ Michael A. Newhouse, Trustee	12/28/2016
<u>Signature of Reporting Person</u>	Date

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).

Represents the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of an exchange notice by Advance/Newhouse Partnership, a New York partnership ("A/N"). Such shares of Class A Common Stock were acquired in exchange for an equivalent number of Class B Common Units of Charter Communications Holdings, LLC ("Charter Holdings") without the payment of additional consideration.
- (1) The Class B Common Units of Charter Holdings are exchangeable by A/N at any time into either, at the Issuer's option, (i) shares of Class A Common Stock of the Issuer on a one-for-one basis or (ii) cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of A/N's exchange notice, and have no expiration date.
- (2) Such Class B Common Units of Charter Holdings were surrendered by A/N in exchange for an equivalent number of shares of Class A Common Stock of the Issuer without the payment of additional consideration.
- (3) Sold to the Issuer in an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (4)

Remarks:

Each of Newhouse Broadcasting Corporation, Advance Publications, Inc., Newhouse Family Holdings, L.P. and Advance Long-Term Management Trust, as General Partner, By: /s/ Michael A. Newhouse, Trustee

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.