

CHARTER COMMUNICATIONS INC /MO/
Form 4
August 08, 2002

 OMB APPROVAL

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 HOURS PER RESPONSE.....0.5

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

FORM 4

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Kalkwarf	Kent	D.
-----	-----	-----
(Last)	(First)	(Middle)

c/o Charter Communications, Inc.

(Street)

12405 Powerscourt Drive

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(City)	(State)	(Zip)

St. Louis	MO	63131
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2. Issuer Name and Ticker or Trading Symbol

Charter Communications, Inc. - CHTR

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

August 2002

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

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

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

Executive Vice President and Chief Financial Officer

7. 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 Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	or Price (A) (D)

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

(Over)

* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

SEC 1474 (7-96)

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 Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Pr of De at Se it (I 5)	
5.75% Charter Convertible Sr. Notes	\$21.56	8/7/02	P	\$200,000	Immed. 10/15/05	Class A Common Stock	9,276	\$8
				(1)				(2)

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- (1) Aggregate face value.
- (2) Aggregate purchase price.

** 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.

/s/ Kent D. Kalkwarf

Kent D. Kalkwarf

August 8, 2002

** Signature of Reporting Person

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.