Lee Edgar Form 4 August 15, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Lee Edgar

Symbol

(Check all applicable)

CHARTER COMMUNICATIONS.

INC. /MO/ [CHTR]

X 10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 08/15/2012

Director Other (specify Officer (give title below)

333 SOUTH GRAND AVE, 28TH

(Street)

(State)

FLOOR

(City)

STOCK

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

LOS ANGELES, CA 90071

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) CLASS A See S \$ 73 14,647,369 **COMMON** 08/15/2012 I footnote 1,666,667 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

(1)(2)(3)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities		Securities (Instr. 3 and 4)	(Instr. 5)	Bene		
	Derivative								Own		
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	or Title Nu			
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Lee Edgar						
333 SOUTH GRAND AVE, 28TH FLOOR	X	X				
LOS ANGELES, CA 90071						

Signatures

/s/ Edgar Lee 08/15/2012 Date **Signature of Reporting 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).
- The amount reported includes an aggregate of 14,647,369 shares of the Class A Common Stock of which Oaktree Opportunities Investments, L.P. ("OOI") is the direct owner on August 15, 2012.
- The general partner of OOI is Oaktree Fund GP, LLC ("GP"). The managing member of GP is Oaktree Fund GP I, L.P. ("GP I"). The general partner of GP I is Oaktree Capital I, L.P. ("Capital I"). The general partner of Capital I is OCM Holdings I, LLC ("Holdings I"). The managing member of Holdings I is Oaktree Holdings, LLC ("Holdings"). The managing member of Holdings is Oaktree Capital Group, LLC ("OCG"). The duly elected manager of OCG is Oaktree Capital Group Holdings GP, LLC.
 - Edgar Lee is an officer or its equivalent of GP I, who serves as a director appointed on behalf of OOI. These securities may be deemed beneficially owned by Mr. Lee by virtue of his being an officer (or its equivalent) of GP I, and Mr. Lee disclaims beneficial ownership of
- (3) these securities except to the extent of his indirect pecuniary interest therein and the inclusion of these securities in this Form 4 shall not be deemed an admission that Mr. Lee has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

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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