

CHARTER COMMUNICATIONS INC /MO/  
Form S-8  
November 26, 2003

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As Filed with the Securities and Exchange Commission on November 26, 2003  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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[Charter Communications, Inc.](#)

*(Exact name of registrant as specified in its charters)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**43-1857213**

*(I.R.S. Employer Identification Number)*

12405 Powerscourt Drive  
St. Louis, Missouri 63131

*(Address of principal executive offices including zip code)*

**Charter Communications, Inc. 2001 Stock Incentive Plan**

*(Full Title of Plan)*

Curtis S. Shaw, Esq.  
Executive Vice President, General Counsel and Secretary  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(314) 965-0555

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copy to:

Alvin G. Segel, Esq.  
 Irell & Manella LLP  
 1800 Avenue of the Stars, Suite 900  
 Los Angeles, California 90067  
 (310) 277-1010

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CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Share(1)</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, \$.001 par value	30,000,000 shares	\$3.99	\$119,700,000	\$9,695.70

(1) This calculation is made solely for the purpose of determining the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended, as follows: for shares of the Registrant's Class A Common Stock for which awards have not yet been granted and the option price of which is therefore unknown, the fee is calculated on the basis of the average of the high and low prices of the Registrant's Class A Common Stock as reported on the Nasdaq National Market on November 24, 2003, which was \$3.99 per share.

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EXPLANATORY NOTE

Charter Communications, Inc. (the "Company") filed a registration statement on Form S-8 on May 22, 2001 (File Number 333-61358) (the "Previous Registration") relating to the registration of shares of Class A common stock, \$.001 par value ("Common Stock"), of the Company in connection with the Charter Communications, Inc. 2001 Stock Incentive Plan.

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (this "Registration Statement") registers an additional 30,000,000 shares of Common Stock, which may be issued pursuant to the Charter Communications, Inc. 2001 Stock Incentive Plan.

The Previous Registration is hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

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PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits**

<b><u>Exhibit Number</u></b>	<b><u>Description of Document</u></b>
4.1	Charter Communications, Inc. 2001 Stock Incentive Plan (Incorporated by reference to Exhibit 10.25 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on May 15, 2001 (File No. 000-27927))
4.2	Amendment No. 1 to the Charter Communications, Inc. 2001 Stock Incentive Plan (Incorporated by reference to Exhibit 10.11(b) to the annual report on Form 10-K filed by Charter Communications, Inc. on April 15, 2003 (File No. 000-27927))
4.3	Amendment No. 2 to the Charter Communications, Inc. 2001 Stock Incentive Plan (Incorporated by reference to Exhibit 10.10 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on November 14, 2001 (File No. 000-27927))
4.4	Amendment No. 3 to the Charter Communications, Inc. 2001 Stock Incentive Plan (Incorporated by reference to Exhibit 10.15 to the annual report on Form 10-K filed by Charter Communications, Inc. on March 29, 2002 (File No. 000-27927))
4.5	Amendment No. 4 to the Charter Communications, Inc. 2001 Stock Incentive Plan (Incorporated by reference to Exhibit 10.11(e) to the annual report on Form 10-K filed by Charter Communications, Inc. on April 15, 2003 (File No. 000-27927))
4.6	Amendment No. 5 to the Charter Communications, Inc. 2001 Stock Incentive Plan (Incorporated by reference to Exhibit 10.11(f) to the annual report on Form 10-K filed by Charter Communications, Inc. on April 15, 2003 (File No. 000-27927))
5.1	Opinion of Irell & Menella LLP *
23.1	Consent of Independent Auditors - KPMG LLP *
23.3	Consent of Irell & Manella LLP (included in Exhibit 5.1) *

\* filed herewith

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SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on November 26, 2003.

CHARTER COMMUNICATIONS, INC.

By: /s/ Steven A. Schumm  
Name: Steven A. Schumm  
Title: Executive Vice President, Chief Administrative Officer  
and interim Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Paul G. Allen</u>	Chairman of the Board of Directors	November 26, 2003
Paul G. Allen		
<u>/s/ Carl S. Vogel</u>	President, Chief Executive Officer Director (Principal Executive Officer)	November 26, 2003
Carl S. Vogel		
<u>/s/ Paul E. Martin</u>	Senior Vice President and Controller (Principal Accounting Officer)	November 26, 2003
Paul E. Martin		
<u>/s/ Charles M. Lillis</u>	Director	November 26, 2003
Charles M. Lillis		
<u>/s/ Marc B. Nathanson</u>	Director	November 26, 2003
Marc B. Nathanson		
<u>/s/ Nancy B. Peretsman</u>	Director	November 26, 2003
Nancy B. Peretsman		
<u>/s/ William D. Savoy</u>	Director	November 26, 2003

William D. Savoy

\_\_\_\_\_ Director November 26, 2003

John H. Tory

/s/ Larry W. Wangberg Director November 26, 2003

Larry W. Wangberg

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EXHIBIT INDEX

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- 5.1 Opinion of Irell & Menella LLP \*
- 23.1 Consent of Independent Auditors - KPMG LLP \*
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\* filed herewith