

CHARTER COMMUNICATIONS INC /MO/
 Form 4
 May 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Howard Kevin D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP/Chief Accounting Officer

(Last) (First) (Middle)
 C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2007

ST. LOUIS, MO 63131
 (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
 ___ 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)
			Code	V	Amount or Price		
Class A Common Stock	05/07/2007		M		10,000 (1)	A	\$ 1.595 57,188 D
Class A Common Stock	05/07/2007		M		8,100 (2)	A	\$ 1.525 65,288 D
Class A Common Stock	05/07/2007		M		1,519 (3)	A	\$ 1 66,807 D

Class A Common Stock	05/07/2007	S	10,000	D	\$ 3.63	56,807	D
Class A Common Stock	05/07/2007	S	8,100	D	\$ 3.6112	48,707	D
Class A Common Stock	05/07/2007	S	1,519	D	\$ 3.61	47,188	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 1.595	05/07/2007		M	10,000 (1)	04/29/2004 04/29/2013	Class A Common Stock 10,000
Stock Option	\$ 1.525	05/07/2007		M	8,100 (2)	03/25/2006 03/25/2015	Class A Common Stock 8,100
Stock Option	\$ 1	05/07/2007		M	1,519 (3)	03/10/2007 03/10/2016	Class A Common Stock 1,519

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Howard Kevin D
C/O CHARTER COMMUNICATIONS, INC.

VP/Chief Accounting Officer

12405 POWERSCOURT DRIVE
ST. LOUIS, MO 63131

Signatures

/s/ Richard R. Dykhouse,
Attorney-in-Fact

05/08/2007

__Signature of Reporting Person

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).

Exercise of vested shares in the amount of 10,000 granted on 4/29/2003 under the Charter Communications, Inc. 2001 Stock Incentive

(1) Plan, 25% vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

Exercise of vested shares in the amount of 8,100 granted on 3/25/2005 under the Charter Communications, Inc. 2001 Stock Incentive

(2) Plan, 25% vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

Exercise of vested shares in the amount of 1,519 granted on 3/10/2006 under the Charter Communications, Inc. 2001 Stock Incentive

(3) Plan, 25% vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

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.