

Bickham John
Form 4
May 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
Bickham John

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)
EVP/Chief Operating Officer

(Last) (First) (Middle)

C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

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

ST. LOUIS, MO 63131

(City) (State) (Zip)

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	(A) or (D)	Price
Class A Common Stock	04/30/2012		A		100,000 (1)	A		\$ 60.46
Class A Common Stock	04/30/2012		A		132,000 (2)	A		\$ 60.46

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

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(each with a ten-year term). Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.

- (3) Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of April 30, 2012.

Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 45,000 stock options subject to the attainment of a \$80 per-share hurdle (with a 10-year term); 45,000 stock options subject to the

- (4) attainment of a \$100 per-share hurdle (with a 10-year term); Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.

Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 25,000 stock options subject to the attainment of a \$125 per-share hurdle (with a 4-year term); and 25,000 stock options subject to the

- (5) attainment of a \$150 per-share hurdle (with a four year term). Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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