

Bickham John  
 Form 4  
 November 02, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 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)  
 President and COO

(Last) (First) (Middle)  
 C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/31/2018

STAMFORD, CT 06901  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 10/31/2018                           |  | M                              | A   | 81,378<br>(1) (2)   | \$ 66.87<br>(1)  | 112,508 D (3)   |
| Class A Common Stock            | 10/31/2018                           |  | S                              | D   | 81,378<br>(4)   | \$ 321.4664  | 31,130 D (3)  |
| Class A Common Stock            | 10/31/2018                           |  | M                              | A   | 63,294<br>(1) (5)   | \$ 66.87<br>(1)  | 94,424 D (3)  |

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Class A  
Common Stock 10/31/2018 S 63,294 D 324.3069 31,130 D <sup>(3)</sup>  
(6)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Vesting Stock Options          | \$ 66.87   | 10/31/2018                           |  | M                              | 81,378<br><u>(1)</u> <u>(2)</u>   | <u>(2)</u> 04/30/2022                                    | Class A Common Stock  | 81,378                     |
| Time Vesting Stock Options                 | \$ 66.87   | 10/31/2018                           |  | M                              | 63,294<br><u>(1)</u> <u>(5)</u>   | <u>(5)</u> 04/30/2022                                    | Class A Common Stock  | 63,294                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Bickham John<br>C/O CHARTER COMMUNICATIONS, INC.<br>400 ATLANTIC STREET<br>STAMFORD, CT 06901 |               |           | President and COO |       |

## Signatures

/s/Daniel J. Bollinger as attorney-in-fact for John Bickham 11/02/2018

\_\_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).

- (1) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of options (multiplied by .9042).

Exercise of performance-vesting stock options granted on April 30, 2012; 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 attainment of a \$150 per-share hurdle (with a 4-year term);

- (2) Vesting schedule as follows: 25% first eligible to vest on April 30, 2013; 25% first eligible to vest on April 30, 2014; 25% first eligible to vest on April 30, 2015; and 25% first eligible to vest on April 30, 2016. As the grants vested before the Time Warner Cable Inc. transactions, the number of shares, exercise prices and performance targets in this footnote were not adjusted for purposes of this filing.

- (3) Includes shares held jointly with Kathy L. Bickham.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$320.00 to \$323.37, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (5) Exercise of time-vesting stock options granted on April 30, 2012. Options vest in 25% installments on each of the first four anniversaries of April 30, 2012.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (6) \$320.00 to \$325.87, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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