

TIME WARNER CABLE INC.

Form 4

December 22, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TIME WARNER INC.

2. Issuer Name and Ticker or Trading
Symbol
TIME WARNER CABLE INC.
[TWC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE TIME WARNER CENTER

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2008

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10019

(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
X 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 Ownership (Instr. 4)
Class A Common Stock	12/22/2008		J(1)	59 (2) A (1)	3,287	I (3)	By Partnership
Class A Common Stock					746,000,000	I (3)	By Subsidiary

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019	X
WARNER COMMUNICATIONS INC ONE TIME WARNER CENTER NEW YORK, NY 10019	X

Signatures

Brenda C. Karickhoff, Senior Vice President of Time Warner Inc. 12/22/2008

__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).
- Music Choice, a Pennsylvania partnership is a creditor of Adelphia Communications Corporation ("Adelphia"). Music Choice acquired
- (1) the shares through a distribution by Adelphia of shares of Time Warner Cable Inc. Class A Common Stock (the "TWC Common Stock") to its creditors in connection with Adelphia's plan of reorganization.
- The shares of TWC Common Stock covered by this report are held by Music Choice. Warner Communications Inc., a wholly owned, indirect subsidiary of the Reporting Person, is a direct and indirect general partner of Music Choice. This filing shall not be deemed an
- (2) admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act of 1934, as amended or otherwise, the beneficial owner of the TWC Common Stock held by Music Choice. The Reporting Person disclaims beneficial ownership of the shares of TWC Common Stock held by Music Choice, except to the extent of its pecuniary interest therein.
- (3) See Exhibit 99 - Joint Filer Information

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.