

ROSSETTI CARL UJ

Form 4

April 16, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSSETTI CARL UJ

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)
C/O TIME WARNER CABLE
INC., 60 COLUMBUS CIRCLE,
16TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & President, TWC Ventures

(Street)
NEW YORK, NY 10023

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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)
Common Stock, par value \$.01 per share	04/09/2009		J	0.1 ⁽¹⁾ D	\$ 27.369 183 ⁽¹⁾	D	

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

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(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 Repo 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

ROSSETTI CARL UJ
C/O TIME WARNER CABLE INC.
60 COLUMBUS CIRCLE, 16TH FLOOR
NEW YORK, NY 10023

EVP & President, TWC Ventures

Signatures

Susan A. Waxenberg, Attorney
in Fact

04/16/2009

__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) Amount disposed of represents a fractional share of the Issuer's common stock that resulted from the Spin-Off Dividend ratio. In lieu of issuing fractional shares of the Issuer's common stock in the Spin-Off Dividend, Time Warner Inc. (or its agent) aggregated and sold the fractional shares in the open market with the net proceeds distributed pro rata in cash. Amount included in column 5 reflects 183 shares of the Issuer's common stock not previously reported that were received by the Reporting Person as a result of the Spin-Off Dividend in a transaction exempt pursuant to Section 16a-9 under the Securities Exchange Act of 1934.

Remarks:

On March 12, 2009, the Issuer (a) paid a cash dividend of \$10.27 per share to all holders of record of its Class A common stock.

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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