

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
March 14, 2013

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 *
Crestview Partners II GP, L.P.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O CRESTVIEW, L.L.C., 667
MADISON AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2013

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

NEW YORK, NY 10065

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/12/2013 | | S | D | \$ 132,670 | 6,619,513 (1) (2) | I See Footnotes (1) (2) |
| Class A Common Stock | 03/13/2013 | | S | D | \$ 41,371 | 6,578,142 (1) (2) | I See Footnotes (1) (2) |

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

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number.

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Crestview Partners II GP, L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | | X | | |
| ENCORE II, LLC C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | | X | | |
| CRESTVIEW PARTNERS II (TE) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | | X | | |
| CRESTVIEW PARTNERS II LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | | X | | |
| CRESTVIEW OFFSHORE HOLDINGS II (CAYMAN) LP C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE NEW YORK, NY 10065 | | X | | |
| Crestview Offshore Holdings II (892 Cayman), L.P. C/O CRESTVIEW, L.L.C. 667 MADISON AVENUE | | X | | |

NEW YORK, NY 10065

CRESTVIEW OFFSHORE HOLDINGS II (FF CAYMAN) LP
C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE
NEW YORK, NY 10065

X

CRESTVIEW PARTNERS II (FF) LP
C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE
NEW YORK, NY 10065

X

Signatures

CRESTVIEW, L.L.C., general partner of the Designated Filer, by /s/ Ross A. Oliver, Senior
Counsel and Chief Compliance Officer

03/14/2013

__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) See Exhibit 99.1 for text to Footnote 1.
- (2) See Exhibit 99.1 for text to Footnote 2.

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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