

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Apodaca Steven E.</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/ [CHTR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">SVP - Division President, West</p>		
(Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>12405 POWERSCOURT DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2009</u>					
(Street) <u>ST. LOUIS MO 63131</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common	11/30/2009		J ⁽¹⁾	V	10,000		D	\$0 ⁽¹⁾	0	D

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$4.295	11/30/2009		J			40,000 ⁽¹⁾	10/28/2004	10/28/2013	Class A Common Stock	40,000	\$0	71,611	D	
Stock Option	\$5.17	11/30/2009		J			17,500 ⁽¹⁾	01/27/2005	01/27/2014	Class A Common Stock	17,500	\$0	54,111	D	
Stock Option	\$1.525	11/30/2009		J			14,175 ⁽¹⁾	03/25/2006	03/25/2015	Class A Common Stock	14,175	\$0	39,936	D	
Stock Option	\$1.157	11/30/2009		J			2,025 ⁽¹⁾	08/23/2006	08/23/2015	Class A Common Stock	2,025	\$0	37,911	D	
Stock Option	\$1	11/30/2009		J			6,078 ⁽¹⁾	03/10/2007	03/10/2016	Class A Common Stock	6,078	\$0	31,833	D	
Stock Option	\$3.065	11/30/2009		J			16,500 ⁽¹⁾	12/29/2007	12/29/2016	Class A Common Stock	16,500	\$0	15,333	D	
Stock Option	\$2.835	11/30/2009		J			11,583 ⁽¹⁾	03/09/2008	03/09/2017	Class A Common Stock	11,583	\$0	3,750	D	
Stock Option	\$1.315	11/30/2009		J			3,750 ⁽¹⁾	12/11/2008	12/11/2017	Class A Common Stock	3,750	\$0	0	D	

Explanation of Responses:

1. Pursuant to the Issuer's Amended Joint Plan of Reorganization, which was approved by the United States Bankruptcy Court for the Southern District of New York, each share of Issuer common stock outstanding and any stock option unexercised prior to the Issuer's emergence from bankruptcy was cancelled effective November 30, 2009.

Remarks:

/s/ Paul J. Rutterer, Attorney-in-Fact

12/01/2009

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.

Know all persons by these presents, that the undersigned constitutes and appoints each of Grier C. Raclin, Richard R. Dykhouse, Paul J. Rutterer, and Constance C. K

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exerci

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of the

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: December 17, 2008

By: /s/ Steven E. Apodaca

Print Name: Steven E. Apodaca