
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 23, 2004



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 8.01. OTHER EVENTS.

On December 23, 2004, Charter Communications, Inc. ("Charter") completed the redemption of approximately \$588 million principal amount of its 5.75% Convertible Senior Notes due October 2005, at 101.15% of principal amount, plus accrued and unpaid interest to the date of redemption. Charter had agreed to such redemption using a portion of the proceeds of its November 22, 2004 sale of approximately \$862.5 million original principal amount of Convertible Senior Notes due 2009 at the time of such notes sale. The total cost of the redemption to Charter was approximately \$601.1 million. A press release announcing the completion of the redemption is attached hereto as Exhibit 99-1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are filed pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of December 27, 2004.*

* furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

Dated: December 27, 2004

By: /s/ Paul E. Martin
Name: Paul E. Martin
Title: Interim Co-Chief Financial Officer,
Senior Vice President and Controller
(Co-Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of December 27, 2004.*

* furnished herewith



NEWS

FOR RELEASE: Monday, December 27, 2004

Charter Communications, Inc. Completed Redemption of \$588 Million 5.75% Convertible Senior Notes

ST. LOUIS -- Charter Communications, Inc. ("Charter") (Nasdaq: CHTR) today announced that on December 23, 2004, it completed the redemption of approximately \$588 million principal amount of its 5.75% Convertible Senior Notes due October 2005, at 101.15% of principal amount, plus accrued and unpaid interest to the date of redemption. Charter had agreed to such redemption using a portion of the proceeds of its November 22, 2004 sale of approximately \$862.5 million original principal amount of Convertible Senior Notes due 2009 at the time of such notes sale. The total cost of the redemption to Charter was approximately \$601.1 million.

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About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™ and Charter High-Speed™ Internet service. Charter also provides business-to-business video, data and Internet protocol (IP) solutions through Charter Business™. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at www.charter.com.

Contact:

Press:

Dave Andersen
314/543-2213

Analysts:

Mary Jo Moehle
314/543-2397

Cautionary Statement Regarding Forward-Looking Statements:

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in reports or documents that we file from time to time with the SEC.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

