

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 9, 2008



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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

ITEM 8.01 OTHER EVENTS.

Effective December 9, 2008, Nathaniel A. Davis resigned as a member of the Board of Directors (the "Board") of Charter Communications, Inc. (the "Company") and as a member of the Audit Committee of the Board. On December 10, 2008, the Board elected director John H. Tory to the Audit Committee to replace Mr. Davis, giving the Audit Committee three independent members in compliance with NASDAQ rules. On December 11, 2008, the Company notified NASDAQ of Mr. Davis' resignation and Mr. Tory's appointment.

On December 10, 2008, the Board elected Robert P. May as the chairperson of the Compensation and Benefits Committee of the Board to replace Marc Nathanson who had previously resigned from the Board.

Also, on December 10, 2008, the Board eliminated the vacancies created by the resignations of Messrs. Davis and Nathanson by reducing the number of Board members from eleven to nine.

Attached as Exhibit 99.1 is a copy of the press release announcing Mr. Davis' resignation.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed pursuant to Item 5.02.

Exhibit Number	Description
99.1*	Press release announcing Nathaniel A. Davis' resignation as a director of Charter Communications, Inc.

* filed 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 11, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

EXHIBIT INDEX

Exhibit Number	Description
99.1*	Press release announcing Nathaniel A. Davis' resignation as a director of Charter Communications, Inc.

* filed herewith



NEWS

Nathaniel Davis Resigns from Charter Communications' Board of Directors

St. Louis, Missouri, December 9, 2008 – Charter Communications, Inc. (NASDAQ: CHTR) announced today that Nathaniel A. Davis has resigned for personal reasons from its board of directors, effective immediately.

“Nate has been a leader in the telecommunications industry for nearly 35 years, and the Company has benefitted greatly from his strategic insight,” said Paul G. Allen, Chairman of the Board and controlling shareholder of Charter. “On behalf of the board, I thank Nate for his valuable service and his many contributions.”

Neil Smit, President and Chief Executive Officer, added, “Nate is a talented industry executive, and Charter was fortunate to have had the benefit of his expertise on the board.”

Mr. Davis said, “It has been an honor and a privilege to serve as a director of Charter and to have worked with Paul Allen, Neil Smit, and my fellow board members. I wish Charter and its talented employees great success for the future.” Mr. Davis added that he was unable to dedicate the appropriate amount of time to Charter’s board going forward due to personal health reasons.

His position on the board will not be replaced at this time.

About Charter Communications

Charter Communications, Inc. is a leading broadband communications company and the third-largest publicly traded cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter Digital Cable® video entertainment programming, Charter High-Speed® Internet access, and Charter Telephone®. Charter Business™ similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, video and music entertainment services, and business telephone. Charter’s advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at www.charter.com.

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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, and Section 21E of the Securities Exchange Act of 1934, as amended, 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 including, without limitation, the factors described under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). 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," "aim," "on track," "target," "opportunity" 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 other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- the availability, in general, of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources and, in particular, our ability to fund debt obligations (by dividend, investment or otherwise) to the applicable obligor of such debt;*
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions;*
- our ability to pay or refinance debt prior to or when it becomes due and/or refinance that debt through new issuances, exchange offers or otherwise, including restructuring our balance sheet and leverage position;*
- the impact of competition from other distributors, including incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers, and digital subscriber line ("DSL") providers;*
- difficulties in growing, further introducing, and operating our telephone services, while adequately meeting customer expectations for the reliability of voice services;*
- our ability to adequately meet demand for installations and customer service;*
- our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed Internet, telephone and other services, and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition;*
- our ability to obtain programming at reasonable prices or to adequately raise prices to offset the effects of higher programming costs;*
- general business conditions, economic uncertainty or slowdown, including the recent disruption in the capital markets, the significant slowdown in the housing sector, and overall economy; and*
- the effects of governmental regulation on our business.*

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement.