(Last)

(Street) NEW YORK (First)

NY

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

10065

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

this box if no longer subject to
n 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287

ل obligati ا	in 16. Form 4 or ions may contir tion 1(b).	nue. See	Fil			to Sectio on 30(h)								1934		ll l	ours per	-		0.5
1. Name and Address of Reporting Person* Crestview Partners GP. L.P.						or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]									5. Relationship of Reporting Person(s) to Issu (Check all applicable) X Director X 10% Own Officer (give title below)			vner		
	ESTVIEW, I				Date o 2/20/2	of Earlies 2012	t Trans	sactio	n (M	1onth/	Day/Yea	r)								
(Street) NEW YO	ORK N	Y 1	10065	_	If Ame	endment,	Date of	of Ori	ginal	l Filed	I (Month/	Day/Ye	ar)			n filed by n filed by	One Re	eporting	Perso	n
(City)	(St		Zip)										_							
1. Title of S	Security (Inst		2. Transaction Date (Month/Day/Ye	ear) i	A. Dee Execution		3. Trai	nsacti le (Ins	ion	4. Se	curities A	cquire	d (A)	or	5. Amount Securities Beneficiall Owned Fol	of y	6. Own Form: I (D) or I (I) (Inst	Direct ndirect	7. Nat Indire Benef Owne	ficial
							Cod	le V	,	Amoı	unt	(A) or (D)	Pr	rice	Reported Transaction (Instr. 3 and				(Instr.	4)
Class A C	Common Sto	ock	12/20/201	2			S			30,	373 ⁽¹⁾	D	\$	73.7055	3,169,54	13 ⁽²⁾⁽³⁾]	[See Foot	notes ⁽²⁾⁽³⁾
Class A C	Common Sto	ock	12/21/201	2			s			30,	373 ⁽¹⁾	D	\$	73.0816	3,139,17	70(2)(3)]	[See Foot	notes ⁽²⁾⁽³⁾
Class A C	Common Sto	ock	12/24/201	2			S			21,	687(1)	D	\$	673.652	3,117,48	33(2)(3)]	I	See Foot	notes ⁽²⁾⁽³⁾
Class A C	Common Sto	ock	12/26/201	2			S			18,	195 ⁽¹⁾	D	\$	73.7147	3,099,28	38(2)(3)]]	See Foot	notes ⁽²⁾⁽³⁾
		Та	able II - Deriva (e.g., p																	
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)		saction e (Instr.		ative rities ired osed	Expi	iratio	Exercis on Dat Day/Ye		Am Sec Und Der		t of ies /ing	8. Price of Derivative Security (Instr. 5)	9. Num derivati Securit Benefic Owned Followi Reporte Transac (Instr. 4	ive ies cially ng ed ction(s)	10. Owners Form: Direct (or Indir (I) (Inst	ship ([D) (ect (11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	e V	(A)	(D)	Date Exer	e rcisa		Expiratio Date	n Titl	e	Amount or Number of Shares						
		Reporting Person* ers GP, L.P.																		
	ESTVIEW, I		(Middle)																	
(Street) NEW Y	ORK	NY	10065																	
(City)		(State)	(Zip)																	
	nd Address of VIEW, L	Reporting Person*																		

(City)	(State)	(Zip)
1. Name and Address ENCORE, LL	s of Reporting Person*	
(Last) C/O CRESTVIEV 667 MADISON A		(Middle)
(Street) NEW YORK	NY	10065
(City)	(State)	(Zip)
l	of Reporting Person* PARTNERS (PF) <u>, L.P.</u>
(Last) C/O CRESTVIEV 667 MADISON A		(Middle)
(Street) NEW YORK	NY	10065
(City)	(State)	(Zip)
	of Reporting Person* HOLDINGS (TE	<u>L), L.P.</u>
(Last) C/O CRESTVIEV 667 MADISON A		(Middle)
(Street) NEW YORK	NY	10065
(City)	(State)	(Zip)
1. Name and Address ENCORE (ER	s of Reporting Person* ISA), LTD	
(Last) C/O CRESTVIEV 667 MADISON A		(Middle)
(Street) NEW YORK	NY	10065
(City)	(State)	(Zip)
	of Reporting Person* PARTNERS (ER	<u>ISA), L.P.</u>
(Last) C/O CRESTVIEV 667 MADISON A		(Middle)
(Street) NEW YORK	NY	10065
(City)	(State)	(Zip)
	of Reporting Person* OFFSHORE HO L.P.	<u>LDINGS</u>
(Last) C/O CRESTVIEV		(Middle)
667 MADISON A	AVENUE	

(Street) NEW YORK	NY	10065
(City)	(State)	(Zip)
Name and Addres	. ,	
CRESTVIEW		
(1 4)	(First)	/A #:- - \-\
(Last)	(First)	(Middle)
C/O CRESTVIE		
667 MADISON	AVENUE	
(Street)		
NEW YORK	NY	10065
(City)	(State)	(Zip)

Explanation of Responses:

- 1. The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated December 6, 2012, which is intended to comply with Rule 10b5-1.
- 2. See Exhibit 99.1 for text to footnote (2).
- 3. See Exhibit 99.1 for text to footnote (3).

Remarks:

CRESTVIEW, L.L.C., general partner of the Designated Filer, by /s/ Ross A. Oliver, Senior 12/26/2012 Counsel and Chief Compliance Officer

** 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.

Joint Filer Information

Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in two forms.

Footnote 2 to Form 4:

Encore, LLC and Encore II, LLC directly beneficially own 3,099,288 shares of Class A Common Stock and 7,104,667 shares of Class A Common Stock, respectively. Each of Crestview, L.L.C., Crestview Partners GP, L.P., Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd., Crestview Partners (ERISA), L.P. and Crestview Offshore Holdings (Cayman), L.P. may be deemed to have beneficial ownership of the 3,099,288 shares of Class A Common Stock directly owned by Encore, LLC. Each of Crestview, L.L.C., Crestview Partners II GP, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. may be deemed to have beneficial ownership of the 7,104,667 shares of Class A Common Stock directly owned by Encore II, LLC.

Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd. and Crestview Offshore Holdings (Cayman), L.P. are the members of Encore, LLC. Crestview Partners (ERISA), L.P. is the sole shareholder of Encore (ERISA), Ltd. Crestview Partners GP, L.P. is the general partner of Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Crestview Partners (ERISA), L.P. and Crestview Offshore Holdings (Cayman), L.P., Crestview Partners II (FF), L.P., Crestview Partners II (FF), L.P., Crestview Offshore Holdings II (By L.P., Crestview Offshore Holdings II (By Cayman), L.P., and Crestview Partners GP, L.P. and Crestview Partners II (By L.P., each of which is a member of Encore II, LLC. Crestview, L.L.C. is the general partner of Crestview Partners GP, L.P. and Crestview Partners II GP, L.P.

Footnote 3 to Form 4: On May 1, 2012, the issuer awarded 1,479 restricted shares of Class A Common Stock to Jeffrey Marcus in connection with his service as a director of the issuer, which will fully vest on the first anniversary of the date of grant. Mr. Marcus is a Partner of Crestview Advisors, L.L.C. and, in connection with the vesting of such shares, will assign all of his rights, title and interest in such shares to Crestview Advisors, L.L.C. Crestview Advisors, L.L.C. provides investment advisory and management services to certain of the reporting persons. Each reporting person disclaims beneficial ownership of such securities.

Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

Names of Joint Filers:

- (1) Crestview, L.L.C.
- (2) Encore, LLC
- (3) Crestview Partners (PF), L.P.(4) Crestview Holdings (TE), L.P.
- (5) Encore (ERISA), Ltd.
- (6) Crestview Partners (ERISA), L.P.
- (7) Crestview Offshore Holdings (Cayman), L.P.
- (8) Crestview Partners, L.P.
- (9) Encore II, LLC
- (10) Crestview Partners II (FF), L.P.
- (11) Crestview Partners II (TE), L.P.
- (12) Crestview Offshore Holdings II (Cayman), L.P.
- (13) Crestview Offshore Holdings II (FF Cayman), L.P.
- (14) Crestview Offshore Holdings II (892 Cayman), L.P.
- (15) Crestview Partners II, L.P.

Address of Joint Filers:

c/o Crestview, L.L.C.

667 Madison Avenue, 10th Floor

New York, NY 10065

Relationship of Joint Filers to Issuer:

Director and 10% Owner

Issuer Name and Ticker or Trading Charter Communications, Inc. (CHTR) Symbol:

Date of Earliest Transaction Required

to be Reported (Month/Day/Year): 12/20/2012

Designated Filers: (1) Crestview Partners GP, L.P. and (2) Crestview Partners II GP, L.P.

Signature:

Crestview,

L.L.C.

By: /s/ Ross A. Oliver

Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Encore, LLC

By: Crestview Partners, L.P., as member

By: Crestview Partners GP, L.P, as general partner

By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver

Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Crestview Partners, L.P. Crestview Partners (PF), L.P. Crestview Holdings (TE), L.P.

Crestview Partners (ERISA), L.P.

Crestview Offshore Holdings (Cayman), L.P.

By: Crestview Partners GP, L.P, as general partner

By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Crestview Partners GP, L.P.

By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Encore (ERISA), Ltd.

By: /s/ Ross A. Oliver

Name: Ross A. Oliver Title: Director

Encore II, LLC

By: Crestview Partners II, L.P., as member

By: Crestview Partners II GP, L.P, as general partner

By: Crestview, L.L.C., as general partner

By: <u>/s/ Ross A. Oliver</u>

Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II, L.P. Crestview Partners II (FF), L.P.

Crestview Partners II (TE), L.P.

Crestview Offshore Holdings II (Cayman), L.P. Crestview Offshore Holdings II (FF Cayman), L.P. Crestview Offshore Holdings II (892 Cayman), L.P.

By: Crestview Partners II GP, L.P, as general partner

By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver

Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II GP, L.P.

By: Crestview, L.L.C., as general partner

By: <u>/s/ Ross A. Oliver</u>

Name: Ross A. Oliver

Title: Senior Counsel & Chief Compliance Officer

Date: 12/26/2012