

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

Current Report

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

Date of Report (Date of earliest event reported): **November 15, 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)

Explanatory Note

Charter Communications, Inc. ("Charter") is filing this amendment (this "Amendment") to its Current Report on Form 8-K dated November 15, 2004, originally furnished to the Securities and Exchange Commission (the "Commission") on November 15, 2004 solely to furnish Exhibit 99.1. This Amendment replaces and supersedes the Current Report on Form 8-K filed on November 15, 2004 in its entirety.

ITEM 8.01. OTHER EVENTS.

Charter today announced its intent to issue Convertible Senior Notes due 2009 in a private placement under Rule 144A to raise estimated gross proceeds of \$750 million. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but is furnished pursuant to Regulation FD.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is not filed but furnished pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of November 15, 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: November 15, 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 November 15, 2004.*

* furnished herewith



NEWS

FOR RELEASE: Monday, November 15, 2004

Charter to Issue Convertible Senior Notes To Refinance Existing Convertible Notes

ST. LOUIS -- Charter Communications, Inc. ("Charter") (Nasdaq: CHTR) today announced its intent to issue Convertible Senior Notes due 2009 in a private placement under Rule 144A to raise estimated gross proceeds of \$750 million.

Charter intends to use a portion of the net proceeds from the sale of the notes to purchase a portfolio of U.S. Treasury securities as security for certain interest payments on the new notes and to use the remainder of the net proceeds to redeem all or a portion (to the extent of remaining net proceeds available) of Charter's \$588 million outstanding 5.75% Convertible Senior Notes due October 2005. Charter plans to call the existing convertible notes for redemption promptly following the consummation of the sale of the new notes.

Interest on the notes is expected to be payable semi-annually. The notes will be convertible at any time into shares of Charter Communications, Inc. Class A common stock.

The notes will be sold in a private placement and are expected to be resold by the initial purchasers to qualified institutional buyers in reliance on Rule 144A. The notes and the Class A common stock issuable upon conversion of the notes will not be registered under the Securities Act of 1933, as amended ("the Securities Act"), and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the notes or the underlying shares, nor shall there be any sale of the notes or the underlying shares in any state in which such offer, solicitation or sale would be unlawful.

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Contact:

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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 (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, and include, but are not limited to our ability to place the convertible senior notes described herein on sufficiently favorable terms.

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.

