

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>NATHANSON MARC B</u> (Last) (First) (Middle) <u>C/O MAPLETON INVESTMENTS</u> <u>10900 WILSHIRE BLVD. 15TH FLOOR</u> (Street) <u>LOS ANGELES CA 90024</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC</u> <u>/MO/ [CHTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2004</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 Form filed by More than One Reporting Person

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 Stock	08/10/2004		P		10,000	A	\$2.97	390,000	I	By Falcon Cable Trust ⁽¹⁾
Class A Common Stock								25,705	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)		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)					

Explanation of Responses:

1. The reporting person disclaims beneficial ownership, except to the extent of his pecuniary interest therein.

Remarks:

Marc B. Nathanson

08/10/2004

** 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.

LIMITED POWER OF ATTORNEY FOR EXECUTION OF
SECURITIES AND EXCHANGE COMMISSION DOCUMENTS

MARC B. NATHANSON, Principal, to Michael K. Menerey, Agent:

TO PERSON EXECUTING THSI DOCUMENTS:

THIS IS AN IMPORTANT LEGAL DOCUMENT. IT CREATES A LIMITED
POWER OF ATTORNEY. BEFORE EXECUTING THIS DOCUMENT, YOU
SHOULD KNOW THESE IMPORTANT FACTS:

1. THIS DOCUMENT MAY PROVIDE THE PERSON YOU DESIGNATE AS
YOUR ATTORNEY-IN-FACT WITH BROAD POWERS TO EXECUTE ON YOUR
BEHALF ANY AND ALL DOCUMENTS YOU ARE REQUIRED TO SIGN IN
YOUR INVIDIUAL CAPACITY AND DELIVER TO THE SECURITIES AND
EXCHANGE COMMISSION ("SEC").
2. THESE POWERS WILL EXIST FOR AN INDEFINITE PERIOD OF TIME
UNLESS YOU LIMIT THEIR DURATION IN THIS DOCUMENT.
3. THIS POWER OF ATTORNEY WILL CONTINUE TO BE EFFECTIVE
EVEN THOUGH THE PRINCIPAL BECOMES INCAPACITATED.
4. YOU HAVE THE RIGHT TO REVOKE OR TERMINATE THIS LIMITED
POWER OF ATTORNEY AT ANY TIME.

TO WHOM IT MAY CONCERN:

1. MARC B. NATHANSON (the "Principal"), presently a resident
of Los Angeles County, California, appoints MICHAEL K. MENERY
(the "Agent"), presently a resident of Los Angeles County,
California, as the true and lawful attorney-in-fact for the
Principal's name, place, and stead, to take whatever actions
the Agent considers proper in connection with the completion,
execution, and delivery to the SEC of documents the Principal
is required to sign in his individual capacity and file with
or deliver to the SEC.

2. Without limiting the generality of the foregoing, generally to do, execute, and perform any other act, deed, matter, or thing, that in the Agent's opinion ought to be done, executed, or performed in conjunciton with the power of attorney, of every kind and nature, including the power to bring suit against any person or entity that fails or refuses to honor this durable power of attorney, as fully and effectively as the Principal could do if personally present.

3. The Agent's signature under the authority granted in this power of attorney may be accepted by any third party or organization with the same force and effect as if the Principal were personally present and acting on the Principal's behalf. No person or organization that relies on the Agent's authority shall incur any liability to the Principal, the Principal's estate, heirs, successors and assigns shall be bound by the Agent's acts under this power of attorney.

4. This Power of Attorney shall not be affected by the subsequent incapacity of the Principal.

5. The Principal does hereby ratify and confirm all that the Agent shall do, or cause to be done by virtue of this power of attorney.

6. The Agent is authorized to make photocopies of this power of attorney and any attached documents as frequently and in such quantity as the Agent deems appropriate. Each photocopy shall have the same force and effect as the original.

IN WITNESS WHEREOF, the Principal has signed this Limited Power of Attorney for execution of Securities and Exchange Commission Documents on September 6, 2002.

/s/ Marc B. Nathanson, Principal