FORM 4

[ ] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person(1				) 2. Issuer Name and Ticker or Trading Symbol					6. Relationship of Reporting Person   to Issuer (Check all applicable)		
Ralph G. Kelly				Charter Communications, Inc CHTR					Director 10% Owner		
(Last)	(First)	(Middle)	Nu	S Identification aber of		4. Statement for Month/Year			X Officer (give title below)		
c/o Charter Communications, Inc.			if	Reporting Person, if an Entity (Voluntary)			mber, 2	001	Other (specify below)		
			(V 						Senior Vice President-Treasurer		
(Street) 12405 Powerscourt Drive			i I				Amendm te of O onth/Ye	riginal	7. Individual or Joint/Group Filing   (Check applicable line)   X Form Filed by One Reporting Person		
(City) St. Louis	(State) MO	(Zi <sub>j</sub>			· 			Form Filed by More than One Reporting Person			
		TABLE I	- NON-DERI	VATIVE SE	CURITIES	ACQUIRED	, DISPO	SED OF, OR 1	BENEFICIALLY O	WNED	
1. Title of Security (Instr. 3)		2.		Cod			sposed	of (D) and 5)	5. Amount of   6. Owner-   7. Natu:     Securities   ship   of     Beneficially   Form:   Indired     Owned at End   Direct   Bene-     of Month   (D) or   ficial		of   Indirect   Bene-
		    	(Month/Day/ Year)	     Code		İ	(A)   or   (D)	I	(Instr. 3   and 4)	Indirect   (I)	'
Class A Cor	mmon Stock				     	     	     	     	1,625 	i I	Custodian   for son   Christopher
Class A Common Stock		       		-      	       	       	       		   1,625   	 	   Custodian   for   daughter   Audrey
Class A Common Stock		       		-      	       	       	       		   1,625   	 	   Custodian   for   daughter   Erin
Class A Common Stock			-      	     	     	     	     	   6,000 	i I	Co-Trustee   for Wife's   Trust	
Class A Comm	mon Stock	       	9/24/01	P     	       	1,000     	   A     	\$12.09     	   6,000     	l	Co-Trustee   for My   Trust
		     		 -	     	     	     	     	     	     	     
		·    		  - 	 	 	 	 	 	 	 

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FORM 4
(CONTINUED)
TABLE II --
 DERIVATIVE
 SECURITIES
 ACQUIRED,
DISPOSED OF,
      OR
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
 WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES)
1. Title of
Derivative |
 2. Conver-
 |3. Trans-
|4. Trans-
 |5. Number
of |6. Date
Exer- |7.
Title and
 Amount |8.
    Price
 Security |
 sion or |
  action |
  action |
Derivative |
cisable and
    | of
Underlying |
 of (Instr.
   3) |
 Exercise |
Date | Code
| Securities
   Ac- |
Expiration |
Securities |
  Deriv- |
 Price of |
  (Month/ |
(Instr. 8) |
quired (A)
or | Date |
  (Instr. 3
  and 4) |
   ative |
  Deriv- |
  Day/ | |
Disposed of
    (D) |
 (Month/Day/
| | Secur- |
   ative |
 Year) | |
(Instr. 3,
4, | Year) |
| ity |
Security | |
| and 5) | |
| (Instr. 5)
  1 1 1 1
    Date
|Expira- | |
Amount or |
|Exer- |tion
| Title |
Number of |
| | Code
 |V | (A) |
(D)
|cisable|Date
| | Shares |
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-------\_\_|------------- | ------ | | | | |  $1 \quad 1 \quad 1 \quad 1 \quad 1 \quad 1$  $\bot \bot \bot \bot \bot \bot \bot \bot$ | | | | -------|-|----|----|----|---------------- $1 \quad 1 \quad 1 \quad 1 \quad 1 \quad 1$ | | | | -i------|----|-----|-----------\_\_\_\_\_  $1 \quad 1 \quad 1 \quad 1 \quad 1 \quad 1$ | | | | -------|--|----|------------\_\_\_\_\_  $1 \quad 1 \quad 1 \quad 1 \quad 1 \quad 1$ -----|----- | ----- | -----------------\_\_\_\_\_  $1 \quad 1 \quad 1 \quad 1 \quad 1 \quad 1$ -----|-|----|---- | ----- | -----|-------|------|----|-------\_\_\_\_\_ | | | | | | --\_\_\_\_\_ i----I---- | ----- | ---------- | ---- | - $1 \quad 1 \quad 1 \quad 1 \quad 1 \quad 1$ 

\_\_\_\_\_ -- 9. Number of  $\mid$  10. Ownership | 11. Nature of Derivative | Form of | Indirect Securities | Derivative | Beneficial Beneficially | Security: | Ownership Owned at End | Direct (D) | (Instr. 4) of Month | or Indirect (I) | (Instr. 4) | (Instr. 4) | ---------|----\_\_\_\_\_ -- | | ------|----\_\_\_\_\_ --|---------------| | ---------|--------|--\_\_\_\_\_ ---- | | ----\_\_\_\_\_ ---|-------------|----------| | ---------|-\_\_\_\_\_ \_\_\_\_\_ |----· ---------- | | -----\_\_\_\_\_ ------------ | | ----------\_\_\_\_\_ -----\_\_\_\_\_ Explanation of Responses: /s/ RALPH G. KELLY 9/27/01 ---------Signature of Reporting Person(1) Date (1) 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
provided is
insufficient,
see
Instruction
6 for
procedure.
Page 2

(Print or Type Responses)