

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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>Rutledge Thomas</u>  (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET</u>  (Street) <u>STAMFORD CT 06901</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/27/2020		M		20,093 <sup>(1)</sup>	A	\$501.485	33,536	D	
Class A Common Stock	04/27/2020		F		9,312 <sup>(2)</sup>	D	\$501.485	24,224	D	
Class A Common Stock								97,824 <sup>(3)</sup>	I	By 2018 GRAT UA
Class A Common Stock								51,208 <sup>(4)</sup>	I	By 2018 GRAT B UA
Class A Common Stock								128,541 <sup>(5)</sup>	I	By 2019 GRAT UA

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(6)	04/27/2020		M		20,093	(1)	(1)	Class A Common Stock	20,093	\$0	120,561	D	

**Explanation of Responses:**

- Vesting of a portion of Restricted Stock Units granted on April 25, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 60,280 shares subject to the attainment of a \$455.66 per-share hurdle; 60,280 shares subject to the attainment of a \$496.58 per-share hurdle; and 60,280 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term; and the merger exchange ratio of .9042 was applied to the number of shares and per share hurdles). One third of the Restricted Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.
- Withholding of securities for the purpose of paying taxes.
- Shares held by the Rutledge GRAT UA, dated May 17, 2018.
- Shares held by the Rutledge GRAT B UA, dated August 13, 2018.
- Shares held by the Rutledge GRAT UA, dated August 19, 2019.
- Restricted Stock Units convert into common stock on a one-for-one basis.

**Remarks:**

/s/Thomas M. Rutledge 04/28/2020  
 \*\* 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.

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