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 OMB APPROVAL  
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 FORM 4  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Schumm Steven A.  (Last) (First) (Middle) c/o Charter Communications, Inc.  (Street) 12405 Powerscourt Drive			2. Issuer Name and Ticker or Trading Symbol Charter Communications, Inc. (CHTR)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner  X Officer (give title below) Other (specify below) Executive Vice President Assistant to the President	
3. IRS Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year February 2002		7. Individual or Joint/Group Filing Reporting (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	

(City) (State) (Zip)  
 St. Louis MO 63131

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		V	Amount (A) or (D)	Price		
Class A Common Stock	2/12/02	P	2,240	A \$11.30	D	
						5,940

(1) Restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (9,000) of the shares vested immediately on October 18, 2001. The remainder vest in 36 equal monthly installments (750 shares per month) commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).







SEC 1474 (7-96)  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.