FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|---------------------|----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-028 | | | | | | | | |
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hours per response:

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| ì | Section 16. Form 4 or Form 5 |
| J | obligations may continue. See |
| | Instruction 1(b). |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

| L. Name and Address of Reporting Person' Quigley: Robert A (Last) (First) (Middle) CO CHARTER COMMUNICATIONS, INC. 12/05/2006 Street) ST. LOUIS MO 63131 C(Ily) (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) Date (Month/Day/Year) (Month/Day/Year) L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) L. Title of Security (Instr. 3) L. Title of Security (Instr. 4) | | | | | | or S | ectio | n 30(h) | of the I | nvestm | ent Co | mpany A | ct of | 1940 |) | | | | | | | | |
|--|----------------------------------|--|------|------------------|----------|----------------------------|--|---|----------|-------------------------------------|----------|---------|-----------------|---|-------|-----------|--|------------------------|---|---|---|--|--|
| (Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE Street) ST. LOUIS MO 63131 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned L. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Y | | | | | | CHARTER COMMUNICATIONS INC | | | | | | | | | | | Check | all app | plicable) ctor | | 10% O | wner | |
| City ST. LOUIS MO 63131 Structure Month/Day/Year Code Non-Derivative Security (Instr. 3) Class A Common Stock 12/06/2006 S 4,881(1) D \$3.25 45,119 D Conversing (Month/Day/Year) C | C/O CHARTER COMMUNICATIONS, INC. | | | | | | | | | | | | | | | | below) below) | | | | | | |
| 2. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securit | ST. LOUIS MO 63131 | | | | | 4. If <i>i</i> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| Date (Month/Day/Year) Date | | | Tabl | e I - Noi | n-Deriva | ative | Sec | uritie | s Ac | quire | d, Di | sposed | l of, | or l | Bene | eficia | ally (| Owne | ed | | | | |
| Class A Common Stock 12/06/2006 S 4,881(1) D \$3.25 45,119 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Conversion or Exercise Price of Derivative Security (Instr. 3) Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number of Derivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3) Amount of Amount of Security (Instr. 3) Amount or Amount of Securities Derivative Securities Underlying Derivative Security (Instr. 4) Amount or Date Amount of Amount or Security (Instr. 4) Amount or Date Amount or Security (Instr. 4) | Date | | | | | |) E | xecution Date, any | | Transaction Dispose Code (Instr. 5) | | | | | | | 4 and S B | | Securities Beneficially Owned Following | | Form: Direct (D) or Indirect | of Indirect Beneficial Ownership | |
| 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) Price of Derivative Security Security Securities (Instr. 3) Price of Derivative Security Security Securities (Instr. 3) Price of Derivative Security (Month/Day/Year) (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount or Security (Instr. 3) Amount or Security (Instr. 4) | | | | | | | | | Cod | e V | Amou | nt | | | Price | | | | | | | | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security (Instr. 3) 1. Title and Amount of Security (Instr. 5) 2. Conversion of Exercise (Month/Day/Year) 2. Conversion of Exercise (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Security (Instr. 5) 9. Number of Derivative Security (Instr. 5) 9. Number of Derivative Security (Instr. 5) 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 11. Nature Manual of Security (Instr. 3) 12. Amount of Security (Instr. 3) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Gerivative Security (Instr. 3) 16. Date Exercisable and Expiration Date (Month/Day/Year) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 4) 18. Price of Derivative Security (Instr. 3) 19. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (D) Ownership Form: Direct (D) Ownership Or Indirect (I) (Instr. 4) 11. Nature Amount of Security (Instr. 3) 12. Nature (Month/Day/Year) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Amount of Security (Instr. 3) 16. Date Exercisable and Expiration Date (Month/Day/Year) 18. Price of Derivative Security (Instr. 3) 19. Number of Amount of Security (Instr. 3) 10. Ownership Own | Class A Common Stock 12/06, | | | | | | /2006 | | S | | 4,881(1) | | 1) D \$3 | | \$3 | 25 45,119 | | 5,119 | | D | | | |
| Derivative Security (Instr. 3) Price of Derivative Security Securities Security Securities Security Securities Security Securities Securities Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Mamount of Securities Securities Securities Securities Security Securities Security (Instr. 3) Securities Security (Instr. 4) Mamount of Securities Security Securities Security (Instr. 5) Mamount of Securities Security Securities Securities Securities Security Securities Security Securities Security Securities Securities Security Securities Security Securities Security Securities Security Securities Security Securities Securities Security Securities Secu | | | Та | | | | | | | | | | | | | | y Ov | vned | | | | | |
| | Derivative Security | Conversion or Exercise Price of Derivative | Date | Execution if any | Date, | ransaction Code (Instr. | | n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | Expira (Month | ion Da | te | | Amount of Securities Underlying Derivative Security (In and 4) | | ount | Deriv Secu | Derivative Security | derivative Securities Beneficially Owned Following Reported Transaction | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Ownership Form: Direct (D) or Indirect | of Indirect Beneficial Ownership | |

Explanation of Responses:

1. Previously reported restricted shares vested on December 5, 2006. Sale pursuant to previous instructions given by the reporting person that authorizes the option plan administrator to automatically sell enough shares for the purpose of paying income taxes due upon vesting.

Remarks:

<u>Robert A. Quigley</u> <u>12/07/2006</u>

** 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.