

| OMB APPROVAL                                 |           |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Newhouse Michael A</u>                            |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>CHARTER COMMUNICATIONS, INC. /MO/ [ CHTR ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last) (First) (Middle)<br><u>C/O CHARTER COMMUNICATIONS, INC.</u><br><u>400 ATLANTIC STREET</u> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/28/2016</u>                            |  |  |  |  |  |
| (Street)<br><u>STAMFORD CT 06901</u>   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |
| (City) (State) (Zip)   |  |  |  |  |  |  |  |  |

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                     |   |  |   |
| Charter Communications Class A Common Stock | 12/28/2016                           |  | C                              |   | 1,852,832   | A          | \$289.8266 <sup>(1)</sup> | 1,852,832 <sup>(2)</sup>  | I  | Indirect Interest in a Partnership <sup>(3)(4)</sup>  |

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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares                           |
| Class B Common Units of Charter Communications Holdings, LLC | (5)  | 12/28/2016                           |  | C                              |   | 1,852,832 <sup>(6)</sup>   |     | 05/18/2016   | (5)             | Charter Communications Class A Common Stock                                       | 1,852,832                                  | \$0  | 29,143,002  | I  | Indirect Interest in a Partnership <sup>(3)(4)</sup> |
| Class B Common Units of Charter Communications Holdings, LLC | (5)  | 12/28/2016                           |  | D                              |   | 752,767 <sup>(7)</sup>   |     | 05/18/2016   | (5)             | Charter Communications Class A Common Stock                                       | 752,767                                    | \$289.8266 <sup>(1)</sup>  | 28,390,235  | I  | Indirect Interest in a Partnership <sup>(3)(4)</sup> |

Explanation of Responses:

- Represents the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of an exchange notice by Advance/Newhouse Partnership, a New York partnership ("A/N"). Such shares of Class A Common Stock were acquired in exchange for an equivalent number of Class B Common Units of Charter Communications Holdings, LLC ("Charter Holdings") without the payment of additional consideration.
- Does not include 564 shares of restricted Class A Common Stock of Charter that were received by the Reporting Person on May 19, 2016 in connection with his services as a director of the Issuer and are directly beneficially owned by the Reporting Person.
- The Reporting Person, by virtue of his affiliations with Advance Long-Term Management Trust, a New Jersey trust ("ALMTM"), Advance Publications, Inc., a New York corporation ("API"), and Newhouse Broadcasting Corporation ("NBCo"), and affiliation with and interest in other non-controlling holders of equity of API and NBCo, may be deemed to beneficially own the shares of Class A Common Stock of Charter and Class B Common Units of Charter Communications Holdings, LLC owned directly by A/N. ALMTM is the general partner of Newhouse Family Holdings, L.P., a Delaware limited partnership, which owns all of the voting shares of API. API and NBCo indirectly own all of the partnership interests of A/N.
- The Reporting Person disclaims beneficial ownership of the shares of Class A Common Stock of Charter and Class B Common Units of Charter Holdings owned by A/N and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- The Class B Common Units of Charter Holdings are exchangeable by A/N at any time into either, at the Issuer's option, (i) shares of Class A Common Stock of the Issuer on a one-for-one basis or (ii) cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of A/N's exchange notice, and have no expiration date.
- Such Class B Common Units of Charter Holdings were surrendered by A/N in exchange for an equivalent number of shares of Class A Common Stock of the Issuer without the payment of additional consideration.
- Sold to the Issuer by A/N in an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Remarks:

/s/Daniel J. Bollinger as attorney-in-fact for Michael A. Newhouse 12/29/2016  
 \*\* 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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned constitutes and appoints each of Richard R. Dykhouse, Thomas E. Proost, Dan Bollinger, and Constance C

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exerc

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of th

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: May 18, 2016 By: /s/Michael A. Newhouse

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