

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>NATHANSON MARC B</u>  (Last) (First) (Middle) <u>C/O MAPLETON INVESTMENTS, LLC</u> <u>10900 WILSHIRE BLVD 15TH FLOOR</u>  (Street) <u>LOS ANGELES CA 90024</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2003</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								9,882	D	
Class A Common Stock	10/29/2003		X		87,162	D	\$30.8323	1,730,869	I	By Blackhawk Holding Company, Inc. <sup>(1)</sup>
Class A Common Stock	10/29/2003		X		197,660	D	\$30.8323	4,195,676	I	By the Falcon Cable Trust. <sup>(1)</sup>
Class A Common Stock	10/29/2003		X		39,513	D	\$30.8323	1,460,115	I	By Falcon Holding Group, Inc. <sup>(1)</sup>
Class A Common Stock								91,090	I	By the Nathanson Family Trust. <sup>(1)</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						Title
Put Option (Right to Sell)	\$30.8323 <sup>(2)</sup>	10/29/2003		X		87,162		(3)	(3)	Class A Common Stock	87,162	\$0	1,730,869	I	By Blackhawk Holding Company, Inc. <sup>(1)</sup>
Put Option (Right to Sell)	\$30.8323	10/29/2003		X		197,660		(3)	(3)	Class A Common Stock	197,660	\$0	3,825,676	I	By the Falcon Cable Trust. <sup>(1)</sup>
Put Option (Right to Sell)	\$30.8323	10/29/2003		X		39,513		(3)	(3)	Class A Common Stock	39,513	\$0	1,460,115	I	By Falcon Holding Group, Inc. <sup>(1)</sup>
Put Option (Right to Sell)	\$0							(3)	(3)	Class A Common Stock	91,090		91,090	I	By the Nathanson Family Trust. <sup>(1)</sup>

**Explanation of Responses:**

- The reporting person disclaims beneficial ownership, except to the extent of his pecuniary interest therein.
- The exercise price includes interest thereon at a rate of 4.5% per year compounded annually.

3. The put options are exercisable from November 12, 2001 through the expirations date. Generally, the expiration date under the Put Agreement is the earlier of November 12, 2003 or the date of certain business combinations affecting the issuer's securities.

**Remarks:**

Michael K. Menerey as Attorney in Fact for Marc B. Nathanson pursuant to a Power of Attorney filed with a previous Form 4 filing.

/s/ Michael K. Menerey

10/30/2003

\*\* 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.**