SEC Form 4

Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

1. Name and Address of Reporting Person* Bickham John			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> / <u>MO/</u> [CHTR]		tionship of Reporting Pers all applicable) Director Officer (give title below)	son(s) to Issuer 10% Owner Other (specify below)		
(Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET		. ,	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2021	President and COO				
(Street) STAMFORD (City)	CT (State)	06901 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			

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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Class A Common Stock	06/17/2021		М		21,768 ⁽¹⁾	Α	\$691.87	52,898 ⁽²⁾	D		
Class A Common Stock	06/17/2021		F		10,088(3)	D	\$691.87	42,810 ⁽²⁾	D		
Class A Common Stock	06/17/2021		М		5,025 ⁽⁴⁾	A	\$691.87	47,835 ⁽²⁾	D		
Class A Common Stock	06/17/2021		F		2,329 ⁽³⁾	D	\$691.87	45,506 ⁽²⁾	D		
Class A Common Stock	06/17/2021		S		14,376(5)	D	\$685.1267(6)	31,130(2)	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, cans, 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. Transa Code (8)		Deri Sec Acq or D of (I	Number of berivative 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) rr Disposed of (D) (Instr. 3, and 5) 6. Date Exercisable and Expiration Date		e and 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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(7)	06/17/2021		м			21 , 768 ⁽¹⁾	(1)	(1)	Class A Common Stock	21,768	\$0	0	D	
Restricted Stock Units	(7)	06/17/2021		м			5,025 ⁽⁴⁾	(4)	(4)	Class A Common Stock	5,025	\$0	0	D	

Explanation of Responses:

1. Vesting of portion of Restricted Stock Units granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 21,767 shares subject to the attainment of a \$455.66 per-share hurdle; 21,768 shares subject to the attainment of a \$456.68 per-share hurdle; and 21,768 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term). One third of the Restricted Stock Units were 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 thad not vested within 6 years from the date of grant would have been cancelled.

2. Includes shares held jointly with Kathy L. Bickham.

3. Withholding of securities for the purpose of paying taxes.

4. Vesting of portion of Restricted Stock Units granted on July 25, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 5,023 shares subject to the attainment of a \$455.66 per-share hurdle; 5,023 shares subject to the attainment of a \$496.58 per-share hurdle; and 5,024 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term). One third of the Restricted Stock Units were first eligible to vest on each of the third, fourth and fifth anniversaries of 6/17/2016 subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that had not vested within 6 years from the date of grant would have been cancelled.

5. Shares sold pursuant to a 10b5-1 plan.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$680.41 to \$690.22, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

7. Restricted Stock Units convert into common stock on a one-for-one basis.

Remarks:

/s/Daniel J. Bollinger as attorney-in-fact for John Bickham

06/21/2021

** 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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