

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 11, 2008



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive

St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers

On March 11, 2008, Charter Communications, Inc. ("Charter") announced that Jeffrey T. Fisher, Executive Vice President and Chief Financial Officer, intends to resign effective April 4, 2008. Charter also announced that Eloise Schmitz, Charter's Senior Vice President, Strategic Planning, would be assuming the role of Interim Chief Financial Officer effective April 4, 2008.

Ms. Schmitz, 43, was promoted to her current position in August 2006. She has been employed in several management positions with Charter since July 1998, when she joined as Vice President, Finance & Acquisitions and Assistant Secretary. Prior to joining Charter, Ms. Schmitz served as Vice President, Group Manager, of the Franchise and Communications Group for Mercantile Bank, now US Bank, in St. Louis from 1992 to 1998. Ms. Schmitz received a bachelor's degree in Finance from Tulane University.

On August 1, 2007, Charter executed an amended and restated employment agreement with Ms. Schmitz (the "Agreement"). The Agreement provides that Ms. Schmitz shall serve as Senior Vice President, Strategic Planning initially reporting to the Chief Executive, at a salary of \$365,575 per annum, to be reviewed on an annual basis. The Agreement also provides for her participation in the 2001 Stock Incentive Plan. She is a participant in the incentive bonus plan with a target bonus of at least 50% of salary, the Executive Cash Award Plan and to receive such other employee benefits as are available to other senior executives. The Agreement contains a two-year non-compete provision and a two year non-solicitation clause. The term of the Agreement is three years from the effective date of the Agreement.

The press release announcing Mr. Fisher's resignation and Ms. Schmitz's appointment is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press Release announcing departure of Chief Financial Officer and appointment of Interim Chief Financial Officer.*

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.
Registrant

Dated: March 11, 2008

By: s/ Kevin D. Howard
Name: Kevin D. Howard
Title: *Vice President, Controller and Chief Accounting Officer*



NEWS

Charter to Name Eloise Schmitz Interim Chief Financial Officer

Jeffrey T. Fisher to Resign as Chief Financial Officer of Charter

St. Louis, Missouri, March 11, 2008 Charter Communications, Inc. (NASDAQ: CHTR) today announced that Jeffrey T. (JT) Fisher, Executive Vice President and Chief Financial Officer of the Company, has indicated he intends to resign effective April 4, 2008. The Company also announced it will name Eloise Schmitz as Interim Chief Financial Officer.

Charter President and Chief Executive Officer, Neil Smit, said "JT has made numerous contributions to Charter and we appreciate his service. He's developed an outstanding team and I am confident they will ensure a smooth transition period."

JT Fisher commented, "Charter has made great progress over the past two years. I am pleased to have played a role in that effort and am confident I'm leaving the Company well positioned for continued growth."

Effective April 4, 2008, Eloise Schmitz will serve as Interim Chief Financial Officer in addition to her regular duties as Senior Vice President, Strategic Planning. Ms. Schmitz has served Charter in roles of increasing responsibility in finance and strategic planning since 1998. Prior to joining Charter, Ms. Schmitz was Vice President, Group Manager, for Mercantile Bank, now US Bank, in St. Louis.

About Charter Communications

Charter Communications, Inc. is a leading broadband communications company and the third-largest publicly traded cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter Digital® video entertainment programming, Charter High-Speed™ Internet access service, and Charter Telephone™ services. Charter Business™ similarly provides scalable, tailored and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, video and music entertainment services and business telephone. Charter's advertising sales and production services are

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Contact:
Investors
Mary Jo Moehle
314-543-2397

Media
Anita Lamont
314-534-2215

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS:

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," "aim," "on track," "target," "opportunity" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

the availability, in general, of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources and, in particular, our ability to fund debt obligations (by dividend, investment or otherwise) to the applicable obligor of such debt;

our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions;

our ability to pay or refinance debt prior to or when it becomes due and/or refinance that debt through new issuances, exchange offers or otherwise, including restructuring our balance sheet and leverage position;

the impact of competition from other distributors, including incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers, and digital subscriber line ("DSL") providers;

difficulties in growing, further introducing, and operating our telephone services, while adequately meeting customer expectations for the reliability of voice services;

our ability to adequately meet demand for installations and customer service;

our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed Internet, telephone and other services, and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition;

our ability to obtain programming at reasonable prices or to adequately raise prices to offset the effects of higher programming costs;

general business conditions, economic uncertainty or slowdown, including the recent significant slowdown in the new housing sector and overall economy; and

the effects of governmental regulation on our business.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

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