

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>ALLEN PAUL G</u>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/</u> [ <u>CHTR</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>Chairman</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	05/05/2003		X		263,281	A	22.2275 <sup>(1)</sup>	21,668,673 <sup>(2)</sup>	D	
Class A Common Stock	05/05/2003		X		280,545	A	22.2275 <sup>(1)</sup>	21,668,673 <sup>(2)</sup>	D	
Class A Common Stock	05/05/2003		X		92,984	A	22.2275 <sup>(1)</sup>	21,668,673 <sup>(2)</sup>	D	
Class A Common Stock	05/05/2003		X		74,155	A	22.2275 <sup>(1)</sup>	21,668,673 <sup>(2)</sup>	D	
Class A Common Stock	05/05/2003		X		194,255	A	22.2275 <sup>(1)</sup>	21,668,673 <sup>(2)</sup>	D	

**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 Options (obligations to buy)	22.2275 <sup>(1)</sup>	05/05/2003		X		263,281 <sup>(3)(4)</sup>		11/12/2001	11/12/2003	Class A Common Stock	263,281	\$0	2,000 <sup>(3)</sup>	D	
Put Options (obligations to buy)	22.2275 <sup>(1)</sup>	05/05/2003		X		263,281 <sup>(3)(4)</sup>		11/12/2001	11/12/2003	Class A Common Stock	280,545	\$0	2,000 <sup>(3)</sup>	D	
Put Options (obligations to buy)	22.2275 <sup>(1)</sup>	05/05/2003		X		263,281 <sup>(3)(4)</sup>		11/12/2001	11/12/2003	Class A Common Stock	92,984	\$0	2,000 <sup>(3)</sup>	D	
Put Options (obligations to buy)	22.2275 <sup>(1)</sup>	05/05/2003		X		263,281 <sup>(3)(4)</sup>		11/12/2001	11/12/2003	Class A Common Stock	74,155	\$0	2,000 <sup>(3)</sup>	D	
Put Options (obligations to buy)	22.2275 <sup>(1)</sup>	05/05/2003		X		263,281 <sup>(3)(4)</sup>		11/12/2001	11/12/2003	Class A Common Stock	194,255	\$0	2,000 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Includes interest accrued at a rate of 4.5% per year, compounded annually, since November 12, 1999 through the estimated closing date of June 4, 2003, on the original purchase price of \$19.00 per share pursuant to the put agreement under which the shares of Class A Common Stock are to be purchased.
- Represents post-transaction aggregate.
- The reporting person is party to put agreements dated November 12, 2001 pursuant to which he agreed to purchase from the put parties certain of the put parties' shares of Class A Common Stock for \$19.00, plus interest at a rate of 4.5% per year, compounded annually, since November 12, 1999. After exercise of the put rights set forth herein, 2000 shares of Class A Common Stock are subject to the put agreements.
- Shares reported as acquired hereunder pursuant to put agreements include 127,500 shares that were believed to have been previously sold by the holders pursuant to rule 144 or under a registration statement (and were therefore not reported in prior filings as still subject to the put arrangements). The status of 110,000 of such shares is still under review, and the filing of this report shall not be considered acknowledgment that the reporting person is obligated to purchase such shares.

/s/ JOSEPH FRANZI as  
Attorney-in-Fact for Paul G.  
Allen pursuant to a Power of  
Attorney filed with the Reporting 05/07/2003  
Person's Schedule 13G for  
Pathogenesis, Inc. on August 30,  
1999 and incorporated by  
reference herein.

\*\* 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.

