

OMB APPROVAL

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FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the
Public Utility Holding Company Act of 1935
or Section 30(f) 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).

(Print or Type Responses)

1. Name and Address of Reporting Person*
McCall David L.
2. Issuer Name and Ticker or Trading Symbol
Charter Communications, Inc. - CHTR
6. Relationship of Reporting Person(s)
to Issuer (Check all applicable)
Director 10% Owner
3. IRS Identification
Number of Reporting
Person, if an entity
(Voluntary)
4. Statement for
Month/Year
February 2002
X Officer (give title below)
Other (Specify below)
Senior Vice President of
Operations - East Division
5. If Amendment,
Date of Original
(Month/Year)
7. Individual or Joint/Group Filing
(Check Applicable Line)
X Form filed by One
Reporting Person
Form filed by More than
One Reporting Person

(City) (State) (Zip) TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
St. Louis MO 63131

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Transaction Date (Month/Day/Year), 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5), 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4), 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4), 7. Nature of Ownership (Instr. 4). Row 1: Class A Common Stock, 2/12/02, P, 1,500, A, \$11.00, D, 15,950.

(1) Restricted stock granted to the reporting person pursuant to the 2001 Stock Incentive Plan. 25% (9,000) of the shares vested immediately on October 18, 2001. The remainder vest in 36 equal monthly installments (750 shares per month) commencing November 1, 2002, conditioned upon the grantee's continuous employment with Charter Communications, Inc.

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).

(Over)
SEC 1474 (7-96)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.