
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): June 29, 2005

Charter Communications Holdings, LLC
Charter Communications Holdings Capital Corporation

(Exact name of registrants as specified in their charter)

Delaware
Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499

43-1843179

333-77499-01

43-1843177

(Commission File Number)

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrants' 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 PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On June 29, 2005, John Tory formally notified Charter Communications, Inc. (“Charter”), the indirect parent company and manager of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, that he intends to resign from its Board of Directors and the Board Committees on which he serves. Mr. Tory was elected Leader of the Ontario Progressive Conservative Party in September 2004 and elected to Parliament in March 2005. The date for Mr. Tory’s departure has not yet been determined, but he has indicated that he will continue to serve on the Board and its committees at least until the date of the annual shareholders meeting or until a replacement director is named.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS HOLDINGS, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: July 6, 2005

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: *Interim -Chief Financial Officer,*

Senior Vice President and Controller

(-Principal Financial Officer and Principal

Accounting Officer)

CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

Registrant

Dated: July 6, 2005

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: *Interim -Chief Financial Officer,*

Senior Vice President and Controller

(-Principal Financial Officer and Principal

Accounting Officer)
