FORM 4

[X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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

1. Name and Address Kent Jera		Ì	1) 2. Issuer Name and Ticker or Trading Symbol Charter Communications, Inc CHTR				1 6. Re	6. Relationship of Reporting Person to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) (Middle) c/o Charter Communications, Inc.		Number o Reportin if an En	3. IRS Identification		4. Statement for Month/Year September, 2001			X Officer (give title below) Other (specify below)			
(Stre	,	 		5 5 	. If Amen Date of (Month/	Origin	al į ((ndividual or Jo Check applicabl Form Filed by (le line) [.]	, and the second	
	ate) (Zip	, ,						Form Filed by M Reporting Perso		ne	
	TABLE I	- NON-DERIVATIVE	SECURITI	ES ACQU	IRED, DIS	POSED 0	F, OR BENEF	ICIALLY OWNED			
1. Title of Security (Instr. 3)	y	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)		or Di	rities Acquired (Asserting to the control of the co		Securities Beneficially Owned at End of Month (Instr. 3 and 4)	ship Form:	of Indirect Bene- ficial Owner- ship	
		- -	 		 	 	 	 	 	 	
		- -	 		 	 	 	 	 	 	
		- -	 		 	 	 	 	 	 	
		- - 	 		 	 	 	 	 	 	
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2
     FORM 4
 (CONTINUED)
 TABLE II --
 DERIVATIVE
SECURITIES
  ACQUIRED,
DISPOSED OF,
       0R
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
WARRANTS,
 OPTIONS,
CONVERTIBLE
 SECURITIES)
 1. Title of
Derivative |
 2. Conver-
 |3. Trans-
|4. Trans-
|5. Number
 of |6. Date
Exer- |7.
 Title and Amount |8.
     Price
  Security |
  sion or |
   action |
   action |
Derivative |
 cisable and
     | of
Underlying |
of (Instr.
3) |
Exercise |
Date | Code
| Securities
Ac- |
Expiration |
Securities
  Deriv- |
 Price of |
(Month/ |
(Instr. 8)|
quired (A)
 or | Date |
(Instr. 3
   and 4) |
    ative |
   Deriv- |
   Day/ | |
 Disposed of
 (D)|
(Month/Day/
| | Secur- |
    ative |
ative |
Year) | |
(Instr. 3,
4, | Year) |
| ity |
Security | |
| and 5) | |
| (Instr. 5)
| | | | |---
 |Expira- | |
Amount or |
| | |-----
|Exer- |tion
 | Title |
Number of |
 |cisable|Date
| | Shares |
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- | | | | | | | | | |Common | | Employee Stock Option \$20.00 | 9/24/01 | J* 7,044,127| *** | *** |Class A | 7,044,127 | N/A ---------|----------------|----|------|-----|-----------|-----

-|-----|-----|-----|---------- | | | | | | | | | | | | | --------------- 9. Number of | 10. Ownership | 11. Nature of Derivative | Form of | Indirect Securities | Derivative | Beneficial Beneficially Security: Ownership Owned at End | Direct (D) | (Instr. 4) | of Month | or Indirect (I) | (Instr. 4) | (Instr. 4) | ------------ \$0.00 | D | --------------- | | ------|-----' ----|-----| | ------|---------- | | ----------------- | | --------------Explanation of Responses: * Cancellation

of out-ofthe-money long derivative security position without any value received; option cancelled in ${\tt connection}$ with termination of employment. * Option to buy shares of Class A common stock pursuant to employment agreement and a related option agreement provided for expiration on 2/9/09, subject to earlier termination upon termination of employment. /s/ Jerald L. Kent 9/28/01 ----Signature of Reporting Person(1) Date ** Intentional ${\tt misstatements}$ 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 provided is insufficient, see Instruction 6 for procedure. 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. Page 2