

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 30, 2002

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

(Federal Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

(Registrant's telephone number, including area code) (314) 965-0555

ITEM 5. OTHER ITEMS.

On January 30, 2002, Charter Communications, Inc. announced the election of Larry Wangberg to its board of directors. A copy of the press release is being filed as Exhibit 99.1 with this report.

On February 11, 2002, Charter Communications, Inc. announced an agreement with Motorola and digeo, inc. to manufacture, market, and deploy their broadband media centers to its customers. A copy of the press release is being filed as Exhibit 99.2 with this report.

On February 11, 2002, the Registrant issued a press release announcing its results for the fourth quarter ended December 31, 2001. The full text of the press release, other than (1) the last two sentences of the first paragraph under the heading "Demand for Advanced Services Remains Strong," (2) the last three sentences of the third paragraph under the heading "Demand for Advanced Services Remains Strong," the fourth paragraph under the heading "Demand for Advanced Services Remains Strong," (3) the last three sentences of the first paragraph under the heading "New Accounting Standard," and (4) both paragraphs under the heading "Looking Ahead" which is set forth in Exhibit 99.3 hereto, is filed and incorporated in this Report as if fully set forth herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Press release dated January 30, 2002 *

99.2 Press release dated February 11, 2002 *

99.3 Press release dated February 11, 2002 *

* filed herewith

Item 9. Regulation FD Disclosure

The following portions of the press release, appearing in Exhibit 99.3 hereto, are not filed but are furnished pursuant to Regulation FD: (1) the last two sentences of the first paragraph under the heading "Demand for Advanced Services Remains Strong," (2) the last three sentences of the third paragraph under the heading "Demand for Advanced Services Remains Strong," the fourth paragraph under the heading "Demand for Advanced Services Remains Strong," (3) the last three sentences of the first paragraph under the heading "New Accounting Standard," and (4) both paragraphs under the heading "Looking Ahead."

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS:

This Report includes forward-looking statements within the meaning of Section 27A of the Securities Act 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. Many of the forward-looking statements contained in this prospectus may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this prospectus are set forth in this prospectus and in reports or documents that we file from time to time with the United States Securities and Exchange Commission or the SEC, and include, but are not limited to: our plans to achieve growth by offering advanced products and services; our anticipated capital expenditures for our upgrades and new equipment and facilities; our ability to fund capital expenditures and any future acquisitions; the effects of governmental regulation on our business; our ability to compete effectively in a highly competitive and changing environment; our ability to obtain programming as needed and at a reasonable price; and general business and economic conditions, particularly in light of the uncertainty stemming from recent terrorist activities in the United States and the armed conflict abroad.

All forward-looking statements attributable to us or a person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no obligation to update any of the forward-looking statements after the date of this Report to conform these statements to actual results or to changes in our expectations.

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: February 13, 2002

By: /s/ Kent D. Kalkwarf

Name: Kent D. Kalkwarf
Title: Executive Vice President and Chief
Financial Officer (Principal Financial
Officer and Principal Accounting Officer)

EXHIBIT INDEX

EXHIBIT NUMBER - - - - -	DESCRIPTION -----
99.1	Press release dated January 30, 2002
99.2	Press release dated February 11, 2002
99.3	Press release dated February 11, 2002

[CHARTER LOGO]

NEWS

FOR RELEASE: JANUARY 30, 2001

CHARTER NAMES LARRY WANGBERG TO BOARD OF DIRECTORS

ST. LOUIS - Charter Communications, Inc. (Nasdaq:CHTR) today announced the election of Larry Wangberg, chairman and CEO of TechTV, to the company's board of directors.

"I'm pleased that Larry has joined the board of Charter Communications," said Charter Chairman Paul Allen. "His wealth of knowledge and experience in the cable television industry on both the programming and operating sides of the business will be an asset to the board and our leadership team."

Mr. Wangberg joined TechTV when it was previously called ZDTV Network in 1997. He has overseen the successful TechTV evolution, which today is received in more than 30 million cable and satellite homes in the U.S. Mr. Wangberg recently announced his intention to step down as the head of TechTV to devote his time to various board positions and other activities in the cable television industry. He will lead the search and maintain his current position until a successor is named, and remain on the TechTV Board.

Prior to TechTV, Mr. Wangberg was chairman and CEO of StarSight Telecast Inc., an interactive navigation and program guide company, where he directed the company's growth in cable, satellite, consumer electronics and licensing. The company later merged with Gemstar International.

Mr. Wangberg served as chairman and CEO of Times Mirror Cable Television and senior vice president of the parent Times Mirror Co. from 1983 to 1994. Prior to that, he was president and COO of Warner Amex Cable's Metro Division. Before entering the cable television industry, he held various posts in engineering, manufacturing, sales, marketing, international and acquisitions with Xerox and KMS Industries.

A past chairman of the National Cable Telecommunications Association and the Walter Kaitz Foundation, Mr. Wangberg was also vice chairman of the National Academy of Cable Programming and a past director of CableLabs and C-SPAN. He currently serves on the boards of TechTV Corp., Autodesk Inc., ADC Telecommunications and the advisory group of Rustic Canyon Group, a \$500 million private venture capital fund for Times Mirror's Chandler family.

Mr. Wangberg holds a bachelor's degree in Mechanical Engineering and a master's degree in Industrial Engineering with minors in computer science and mathematical statistics, both from the University of Minnesota.

Mr. Wangberg joins a Charter board comprised of Chairman Paul Allen; Vice Chairman Marc Nathanson, former chairman and CEO of Falcon Cable; and Directors Ronald Nelson, chief operating officer of DreamWorks; Nancy Peretsman, managing director and executive vice president of Allen & Company; William Savoy, president of Vulcan Inc.; John Tory, president and CEO of Rogers Cable Inc., and Carl Vogel, president & CEO of Charter.

ABOUT CHARTER COMMUNICATIONS

With nearly 7 million customers in 40 states, Charter Communications, a Wired World Company(TM), is among the nation's largest broadband communications companies. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform, marketed under the Charter Digital Cable(TM) brand; and high-speed Internet access marketed under the Charter Pipeline(TM) brand. Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under the Charter Media(TM) brand.

A Fortune 500 and Nasdaq 100 company, Charter was the 2001 recipient of the Outstanding Corporate Growth Award from the Association for Corporate Growth, and the 2001 R.E. "Ted" Turner Innovator of the Year Award from the Southern Cable Telecommunications Association. More information about Charter can be found at www.charter.com.

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Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

[DIGEO, CHARTER, AND MOTOROLA LOGOS]

MOTOROLA TO MANUFACTURE DIGEO BROADBAND MEDIA CENTER

CHARTER CO-DEVELOPED SYSTEM AND WILL BE FIRST TO DEPLOY IN 2002

HORSHAM, PA., ST. LOUIS AND KIRKLAND, WASH. (FEB. 11, 2002) - Motorola, Inc. (NYSE: MOT) Broadband Communications Sector and digeo(TM), inc., the nation's leading interactive television company, today announced an agreement to manufacture and market a new class of sophisticated broadband media centers collaboratively designed by Charter Communications, Inc. (Nasdaq: CHTR), digeo, and Motorola. Defining a distinct category of devices engineered to cost-efficiently harness the power of broadband cable while meeting customer demand, the broadband media center platform will deliver enhanced TV viewing with powerful personal video recording capabilities; telephony and other advanced communication services; entertainment including music, photos and games; and secure, wireless home networking. Charter, the nation's fourth largest cable operator, will be the first to deploy the new media centers beginning this fall.

The broadband media center platform was engineered by Charter, digeo, and Motorola to power robust interactive services that seamlessly integrate with exiting infrastructure and equipment. The first product being announced, operating under the working name Motorola BMC8000, will be unveiled at the National Cable & Telecommunications Association (NCTA)

convention in early May. The BMC8000 works in conjunction with Motorola's widely deployed DCT2000 class set-tops. Additionally, a stand-alone unit operating under the working name Motorola BMC9000 is currently in development and will be deployed next year.

"This new platform builds on the respective strengths of our three companies -- digeo's advanced software technology, Charter's keen consumer insight, and Motorola's innovation and digital cable technology leadership. We look forward to working closely with both digeo and Charter to move this technology into customer homes," said Dave Robinson, president of Motorola Broadband.

Charter will begin deploying the new broadband media centers in several markets this fall. "We're extremely enthusiastic about this platform and believe it is poised to deliver services far more advanced than anything currently available in the cable or satellite industries," said Carl Vogel, president and chief executive officer for Charter. "digeo and Motorola have taken great care to deliver the first media center solution designed with cable operators and the broadband infrastructure top of mind."

"Our two years of collaboration with Charter and Motorola on the broadband media center has produced a system that can easily be adapted to meet the specific needs of other cable operators," said digeo chief executive officer Jim Billmaier. "Securing this manufacturing agreement with Motorola, the worldwide broadband cable leader, is significant because it helps us meet our goal of having that first broadband media center be ready for deployment this year."

ABOUT DIGEO

digeo was founded in 1999 by Paul G. Allen and is dedicated to empowering the nation's cable operators to take the lead in interactive television services. digeo recently launched its Basic iTV service on Charter systems in Southern California, with more MSOs to follow. Now running in more than 250,000 homes with more deployments planned for 2002, digeo is poised to lead the

iTV revolution. For more information, visit www.digeo.com
(<http://www.digeo.com>). digeo is a trademark of digeo, inc.

ABOUT MOTOROLA, INC.

Motorola, Inc. (NYSE: MOT) is a global leader in providing integrated communications solutions and embedded electronic solutions. Sales in 2001 were \$30 billion.

ABOUT CHARTER COMMUNICATIONS INC.

With nearly 7 million customers in 40 states, Charter Communications, a Wired World Company(TM), is among the nation's largest broadband communications companies. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform, marketed under the Charter Digital Cable(TM) brand; and high-speed Internet access marketed under the Charter Pipeline(TM) brand. More information about Charter can be found at www.charter.com.

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[CHARTER LOGO]

NEWS

FOR RELEASE: MONDAY, FEBRUARY 11, 2002

CHARTER 2001 PRO FORMA CABLE MODEM AND DIGITAL CUSTOMERS INCREASE
NEARLY 165% AND 82%, RESPECTIVELY

ST. LOUIS - Charter Communications, Inc. (Nasdaq: CHTR) today reported revenue growth that exceeded its guidance, and cash flow growth at the top of its estimated range for the year 2001. These results were highlighted by the addition of a near record number of new cable modem customers during the fourth quarter.

During a conference call this morning, Charter President and CEO Carl Vogel will provide an overview of his first 100 days at the helm of the nation's fourth largest broadband communications company, financial results for the year 2001, and guidance for the year 2002.

"Charter will maintain its decentralized operating philosophy; take a responsible approach to internal customer growth, placing additional focus on the sale of advanced services; maintain a strong emphasis on revenue generating units (RGU's) given our multiple product offerings; and maintain leadership in the continuing rollout of interactive services and advanced set top devices over our robust broadband platform," Mr. Vogel said.

DEMAND FOR ADVANCED SERVICES REMAINS STRONG

Mr. Vogel said that at the close of 2001, Charter had almost 645,000 data customers, exceeding previously stated guidance of 630,000. "We narrowly missed having the largest increase ever in cable modem customers during the fourth quarter, adding some 100,000 Charter Pipeline customers, no matter that our marketing efforts were impacted by the @Home bankruptcy. We're confident in continued consumer demand for this product. I believe we could double the number of cable modem customers in 2002."

During the fourth quarter of 2001, the Company successfully converted about 145,000 cable modem customers from service with the bankrupt ISP @Home to Charter Pipeline. Mr. Vogel said the transition process was quick and handled internally, with virtually no churn as a result of customer service issues or the inconvenience of changing e-mail addresses.

As of December 31, 2001, Charter Digital Cable(TM) customers totaled 2,144,800, with fourth quarter weekly additions averaging approximately 15,000 installations per week. "Charter continues to experience strong demand for its digital video service, resulting in industry leading penetration. As we continue to add interactive products like video on demand (VOD), and personal interactive channels, we see enhanced customer satisfaction, reduced digital churn, and improved retention levels," Mr. Vogel said.

Mr. Vogel said Charter's marketing efforts are directed to attract new advanced services customers by selling a Charter bundle. "This is our triple play of digital video, data, and interactivity, which we'll price in a good-better-best scenario because of our unique ability within the industry to sell Internet access at varying speed levels. It will serve us well in today's highly competitive marketplace against satellite, with its limited, single dimension product offerings."

FOURTH QUARTER FINANCIAL HIGHLIGHTS

Revenue during the fourth quarter of 2001 increased 13.6% to \$1.1 billion, and operating cash flow increased 11.0% to \$502.6 million compared to pro forma results for the fourth quarter of 2000, before a special charge including the @Home conversion of \$17.6 million. Year-end 2001 pro forma revenue was over \$4.1 billion, up 14.0% from pro forma 2000 revenue of \$3.6 billion. Pro forma operating cash flow increased 10.9% from \$1.65 billion to \$1.83 billion for 2001, before a special charge including the @Home conversion of \$17.6 million.

NEW ACCOUNTING STANDARD

Effective January 1, 2002, Charter will adopt Statement of Financial Accounting Standard No. 142, "Goodwill and Other Intangible Assets," a new accounting standard that addresses the accounting for intangible assets, including franchises. As of December 31, 2001, Charter's balance sheet reflects franchises with a net book value of \$17.1 billion that are amortized over a 15 year period. We believe that substantially all franchises will qualify for indefinite life treatment under the new standard. While our analysis, including the impairment testing of franchises required under the new standard, is not complete, we expect to stop amortizing franchise intangible assets that meet the indefinite life treatment beginning January 1, 2002. If the new standard had been in effect for 2001, amortization expense would have been reduced by approximately \$1.2 to \$1.3 billion.

LOOKING AHEAD

In 2002, Charter expects revenue to grow between 12.0% and 14.0% compared to pro forma 2001 results. Operating cash flow growth is expected to range between 11% and 13%.

Charter expects to add approximately 1,100,000 to 1,200,000 RGU's in 2002. These RGUs will be comprised of basic, digital and cable modem customers. While the Company expects no meaningful increase in basic customers in 2002, Mr. Vogel said they expect to add 550,000 to 600,000 Charter Digital Cable customers. Cable modem marketing efforts will increase in 2002 as more plant miles are upgraded to two-way interactivity. Charter Pipeline customers are anticipated to increase by 550,000 to 600,000, nearly doubling that customer base. VOD launches are planned for 17 additional markets in 2002. Mr. Vogel said he expects about half of Charter's digital customers will have access to VOD technology by the end of 2002. ABOUT CHARTER COMMUNICATIONS

Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies, currently serving some 7 million customers in 40 states. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform marketed under the Charter Digital Cable(TM) brand and high-speed Internet access via Charter Pipeline(TM). Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under the Charter Media(TM) brand.

A Fortune 500 and NASDAQ 100 Company, Charter was the 2001 recipient of the Outstanding Corporate Growth Award from the Association for Corporate Growth, the 2001 R.E. "Ted" Turner Innovator of the Year Award from the Southern Cable Telecommunications Association, and the 2001 Fast 50 Award for Growth from the St. Louis Regional Chamber and Growth Association.

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Charter will conduct a conference call to discuss their operating results on Monday, February 11, 2002, at 11:00 AM Eastern Time. The call will be available live via webcast at www.charter.com. The call will be available on the "Investor Center" portion of the website, via "About Us." Participants should go to the call link at least 10 minutes prior to the start time to register. The call will be archived on the website.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

CHARTER COMMUNICATIONS, INC.
 Unaudited Consolidated Statements of Operations
 (Dollars in thousands)

	THREE MONTHS ENDED DECEMBER 31,		% CHANGE
	ACTUAL 2001 (a)	PRO FORMA 2000 (a)	
REVENUES:			
Analog video	\$ 741,784	\$ 702,396	
Digital video	97,231	44,848	
Cable modem	52,469	21,931	
Advertising sales	108,566	98,914	
Other	106,966	105,969	
Total revenues	1,107,016	974,058	13.6%
OPERATING EXPENSES:			
General, administrative and service	244,327	204,543	
Analog video programming	243,295	230,724	
Digital video	35,316	13,409	
Cable modem	33,008	17,036	
Advertising sales	17,918	18,611	
Marketing	16,316	19,615	
Corporate expenses	14,203	17,420	
Operating expenses	604,383	521,358	15.9%
Operating cash flow before special charges	502,633	452,700	11.0%
Special charges	17,629 (b)	-	
Operating cash flow	\$ 485,004	\$ 452,700	

(a) The pro forma results reflect all significant acquisitions and dispositions of cable systems closed during 2001 and 2000, as if the transactions closed on January 1, 2000. Pro forma revenues exceed actual revenues for the three months ended December 31, 2000 by \$80.2 million. Pro forma operating cash flow before special charges exceed actual operating cash flow before special charges for three months ended December 31, 2000 by \$19.5 million. The unaudited pro forma financial information has been presented for comparative purposes and does not purport to be indicative of the consolidated results of operations had these transactions been completed as of the assumed date or which may be obtained in the future.

(b) Reflects charges incurred during the fourth quarter associated with the transition of approximately 145,000 data customers from Excite@Home Internet service to Charter Pipeline, as well as certain employee severance costs.

Addendum to Charter Communications Three Months and
 Year Ended December 31, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
 Unaudited Consolidated Statements of Operations
 (Dollars in thousands)

	YEAR ENDED DECEMBER 31,		
	PRO FORMA 2001 (a)	PRO FORMA 2000 (a)	% CHANGE
REVENUES:			
Analog video	\$ 2,912,954	\$ 2,782,062	
Digital video	314,464	104,996	
Cable modem	158,657	68,173	
Advertising sales	332,879	261,874	
Other	395,813	393,734	
	-----	-----	
Total revenues	4,114,767	3,610,839	14.0%
	-----	-----	
OPERATING EXPENSES:			
General, administrative and service	905,244	816,402	
Analog video programming	951,458	836,871	
Digital video	113,707	36,173	
Cable modem	103,618	57,723	
Advertising sales	68,178	71,656	
Marketing	72,427	69,823	
Corporate expenses	66,486	68,038	
	-----	-----	
Operating expenses	2,281,118	1,956,686	16.6%
	-----	-----	
Operating cash flow before special charges	1,833,649	1,654,153	10.9%
Special charges	17,629 (b)	-	
	-----	-----	
Operating cash flow	\$ 1,816,020	\$ 1,654,153	
	=====	=====	

(a) The pro forma results reflect all significant acquisitions and dispositions of cable systems closed during 2001 and 2000, as if the transactions closed on January 1, 2000. Pro forma revenues exceed actual revenues for the years ended December 31, 2001 and 2000 by \$161.6 million and \$361.6 million, respectively. Pro forma operating cash flow before special charges exceed actual operating cash flow before special charges for the years ended December 31, 2001 and 2000 by \$47.5 million and \$111.5 million, respectively. The unaudited pro forma financial information has been presented for comparative purposes and does not purport to be indicative of the consolidated results of operations had these transactions been completed as of the assumed date or which may be obtained in the future.

(b) Reflects charges incurred during the fourth quarter associated with the transition of approximately 145,000 data customers from Excite@Home Internet service to Charter Pipeline, as well as certain employee severance costs.

Addendum to Charter Communications Three Months and
 Year Ended December 31, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
 Unaudited Consolidated Statements of Operations
 (Dollars in thousands, except share data)

	PERIODS ENDED DECEMBER 31, 2001	
	THREE MONTHS	TWELVE MONTHS
REVENUES:		
Analog video	\$ 741,784	\$ 2,787,632
Digital video	97,231	307,240
Cable modem	52,469	154,402
Advertising sales	108,566	312,554
Other	106,966	391,304
	-----	-----
Total revenues	1,107,016	3,953,132
	-----	-----
OPERATING EXPENSES:		
General, administrative and service	244,327	861,722
Analog video programming	243,295	902,837
Digital video	35,316	111,167
Cable modem	33,008	99,956
Advertising sales	17,918	64,026
Marketing	16,316	70,335
Corporate expenses	14,203	56,930
	-----	-----
Operating expenses	604,383	2,166,973
	-----	-----
Operating cash flow before special charges	502,633	1,786,159
Depreciation	470,855	1,662,549
Amortization	346,929	1,347,519
Option compensation expense	511	(45,683) (a)
Interest expense, net	345,830	1,311,788
Special charges	17,629 (b)	17,629 (b)
Other expense, net	(24,552) (c)	148,273 (d)
	-----	-----
	(654,569)	(2,655,916)
Minority interest	348,882	1,478,239
	-----	-----
Net loss	(305,687)	(1,177,677)
Accretion of preferred stock dividends	(727)	(969)
Net loss applicable to common stock	\$ (306,414)	\$ (1,178,646)
	=====	=====
Basic and diluted loss per share	\$ (1.04)	\$ (4.37)
	=====	=====
Weighted average common shares outstanding	294,384,003	269,594,386
	=====	=====

(a) Reflects the reversal of \$66.6 million of expense previously recorded in connection with approximately seven million options forfeited by our former President and Chief Executive Officer as part of his September 2001 separation agreement.

(b) Reflects charges incurred during the fourth quarter associated with the transition of approximately 145,000 data customers from Excite@Home Internet service to Charter Pipeline, as well as certain employee severance costs.

(c) Includes current period income of \$33.8 million as a result of the application of SFAS 133 "Accounting for Derivative Instruments and Hedging Activities".

(d) Includes a \$23.9 million cumulative effect of a change in accounting principle and net expense of \$51.2 million, as a result of the implementation and application of SFAS 133 "Accounting for Derivative Instruments and Hedging Activities".

Addendum to Charter Communications Three Months and
 Year Ended December 31, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
 UNAUDITED SUMMARY OF OPERATING STATISTICS

	AS OF DECEMBER 31,		
	ACTUAL 2001	PRO FORMA 2000 (a)	ACTUAL 2000
Cable Television			
Homes Passed	11,502,300	11,291,800	10,225,000
Basic Customers	6,953,700	6,913,100	6,350,900
Basic Penetration	60.5%	61.2%	62.1%
Average Monthly Revenue per Basic Customer (quarter)	\$ 53.07	\$ 46.97	\$ 46.92

	AS OF DECEMBER 31,		
	ACTUAL 2001	PRO FORMA 2000 (a)	ACTUAL 2000
Digital Video			
Digital Homes Passed	10,638,300	9,711,600	8,793,000
Digital Customers	2,144,800	1,177,500	1,069,500
Penetration of Digital Homes Passed	20.2%	12.1%	12.2%
Penetration of Basic Customers	30.8%	17.0%	16.8%
Digital Converters Deployed	2,951,400	1,470,500	1,336,900

	AS OF DECEMBER 31,		
	ACTUAL 2001	PRO FORMA 2000 (a)	ACTUAL 2000
Data Services			
Data Homes Passed	7,560,600	5,841,300	5,550,800
Cable Modem Customers	607,700	229,000	215,900
Dial-up Customers	37,100	42,000	36,500
Total Data Customers	644,800	271,000	252,400
Penetration	8.5%	4.6%	4.5%

	AS OF DECEMBER 31,
	ACTUAL 2001
Other Statistics	
Capital Expenditures (in 000's)	
For the three months ended	\$ 870,459
For the year ended	\$ 3,027,059
Book Value per Share	\$ 9.72

(a) The pro forma operating statistics reflect all significant acquisitions and dispositions of cable systems closed during 2001 and 2000.

Addendum to Charter Communications Three Months and
 Year Ended December 31, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
 Unaudited Consolidated Balance Sheet Data
 (Dollars in thousands)

	ACTUAL DECEMBER 31, 2001 -----	ACTUAL DECEMBER 31, 2000 -----
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,679	\$ 130,702
Accounts receivable, net of allowance for doubtful accounts	290,504	217,667
Receivable from related party	4,634	6,480
Prepaid expenses and other	70,362	77,719
	-----	-----
Total current assets	367,179	432,568
	-----	-----
Investment in Cable Properties:		
Property, plant and equipment, net	7,149,483	5,267,519
Franchises, net	17,138,774	17,068,702
	-----	-----
Total investment in cable properties	24,288,257	22,336,221
	-----	-----
Other assets	306,388	274,777
	-----	-----
	\$ 24,961,824	\$ 23,043,566
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 1,374,994	\$ 1,367,234
	-----	-----
Total current liabilities	1,374,994	1,367,234
	-----	-----
Long-term debt	16,342,873	13,060,455
Deferred management fees - related party	13,751	13,751
Other long-term liabilities	341,057	285,266
Minority interest	3,976,791	4,089,329
Redeemable securities	--	1,104,327
Preferred stock - redeemable	50,566	--
Shareholders' equity	2,861,792	3,123,204
	-----	-----
	\$ 24,961,824	\$ 23,043,566
	=====	=====

Addendum to Charter Communications Three Months and
 Year Ended December 31, 2001 Earnings Release

CHARTER COMMUNICATIONS, INC.
(DOLLARS IN THOUSANDS, EXCEPT EARNINGS PER SHARE)

2001 PRO FORMA(a) HIGHLIGHTS

	Q1 2001 -----	Q2 2001 -----	Q3 2001 -----	Q4 2001 -----	FULL YEAR 2001 -----
Revenues	\$ 953,081	\$1,010,825	\$1,043,845	\$1,107,016	\$4,114,767
Operating cash flow excluding special charges	\$ 411,358	\$ 452,116	\$ 467,542	\$ 502,633	\$1,833,649
Basic customers	6,914,500	6,949,500	6,970,100	6,953,700	6,953,700
Digital customers	1,455,900	1,701,500	1,951,200	2,144,800	2,144,800
Cable modem customers	324,600	405,300	507,700	607,700	607,700

2002 GUIDANCE

FULL YEAR 2002

GROWTH RATES OVER YEAR-AGO PRO FORMA(a)
PERIOD

Revenues	12-14%
Operating cash flow	11-13%
Earnings per share	\$(2.80) - \$(3.00)
Revenue generating units (b)	1,100,000 - 1,200,000
Capital expenditures	\$2,475,000

(a) The pro forma results reflect all significant acquisitions and dispositions of cable systems closed during 2001.

(b) Revenue generating units consist of basic customers, digital customers, and cable modem customers.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." These forward-looking statements include specific projections regarding Charter's revenues, EPS and operating cash flow for the year 2002, as well as projections regarding growth in basic, digital and data customers. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission. All forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement.

Addendum to Charter Communications Three Months and
Year Ended December 31, 2001 Earnings Release