

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>Rutledge Thomas</u> _____ (Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET _____ (Street) STAMFORD CT 06901 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/20/2020		G	V	28,642 <sup>(1)</sup>	D	\$0	22,566	I	By 2018 GRAT B UA
Class A Common Stock	08/20/2020		J	V	22,566 <sup>(1)</sup>	D	\$0	0	I	By 2018 GRAT B UA
Class A Common Stock	08/20/2020		J	V	22,566 <sup>(1)</sup>	A	\$0	101,545	D	
Class A Common Stock	08/21/2020		J	V	38,374 <sup>(2)</sup>	D	\$0	90,167	I	By 2019 GRAT UA
Class A Common Stock	08/21/2020		J	V	38,374 <sup>(2)</sup>	A	\$0	139,919	D	
Class A Common Stock	09/02/2020		M		40,186 <sup>(3)</sup>	A	\$620.34	180,105	D	
Class A Common Stock	09/02/2020		F		18,623 <sup>(4)</sup>	D	\$620.34	161,482	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
Restricted Stock Units	(5)	09/02/2020		M			40,186 <sup>(3)</sup>	(3)	04/25/2026	Class A Common Stock	40,186	\$0	60,282	D	

**Explanation of Responses:**

- Transfer of shares from 2018 GRAT B UA dated August 20, 2018, upon its settlement
- Transfer of shares from 2019 GRAT UA dated August 19, 2019.
- Vesting of a portion of Restricted Stock Units granted on April 25, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 60,280 shares subject to the attainment of a \$455.66 per-share hurdle; 60,280 shares subject to the attainment of a \$496.58 per-share hurdle; and 60,280 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term; and the merger exchange ratio of .9042 was applied to the number of shares and per share hurdles). One third of the Restricted Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.
- Withholding of securities for the purpose of paying taxes.
- Restricted Stock Units convert into common stock on a one-for-one basis.

**Remarks:**

/s/Daniel J. Bollinger as attorney-in-fact for Thomas M. Rutledge 09/04/2020

\*\* 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.

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