

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

SCHEDULE TO

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

CHARTER COMMUNICATIONS, INC.
(Name of Subject Company (Issuer))

CHARTER COMMUNICATIONS, INC.
(Name of Filing Person (Issuer))

4.75% CONVERTIBLE SENIOR NOTES DUE 2006
5.75% CONVERTIBLE SENIOR NOTES DUE 2005
(Title of Classes of Securities)

16117MAC1
16117MAB3
16117MAA5

(CUSIP Numbers of Classes of Securities)

CURTIS S. SHAW, ESQ.
CHARTER COMMUNICATIONS, INC.
12405 POWERSCOURT DRIVE
ST. LOUIS, MISSOURI 63131
(314) 965-0555

(Name, Address, and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Alvin G. Segel, Esq.
Irell & Manella LLP
1800 Avenue of the Stars, Suite 900
Los Angeles, California 90067
(310) 277-1010

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
-----	-----
\$285,250,000	\$23,076.73

* For the purpose of calculating amount of filing fee only. The amount assumes that up to \$210,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 are purchased at a price equal to \$825.00 per \$1,000 principal amount and up to \$140,000,000 aggregate principal amount of 4.75% Convertible Senior Notes due 2006 are purchased at a price equal to \$800.00 per \$1,000 principal amount.

** A filing fee of \$72,793.82 was previously paid.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 3 relates to the offers by Charter Communications, Inc., a Delaware corporation ("CCI"), to purchase for cash up to \$140,000,000 aggregate principal amount of its outstanding 4.75% Convertible Senior Notes due 2006 (the "4.75% Notes") at a purchase price equal to \$800.00 per \$1,000 in principal amount, plus accrued and unpaid interest thereon to, but not including, the date of purchase, and up to \$210,000,000 aggregate principal amount of its outstanding 5.75% Convertible Senior Notes due 2005 (the "5.75% Notes," and together with the 4.75% Notes, the "Notes") at a purchase price equal to \$825.00 per \$1,000 in principal amount, plus accrued and unpaid interest thereon to, but not including, the date of purchase.

This Amendment No. 3 is being filed by CCI and amends and supplements certain provisions of the Tender Offer Statement on Schedule T0 filed on July 11, 2003 (the "Schedule T0"), as amended by Amendment No. 1 filed on July 31, 2003 and Amendment No. 2 filed on August 1, 2003, and the offers by CCI as set forth in the Offer to Purchase (as amended and supplemented by the Supplement to Offer to Purchase dated as of July 30, 2003, the "Offer to Purchase"), and the related Letter of Transmittal (as amended and supplemented, the "Letter of Transmittal," and which, together with the Offer to Purchase, constitute the "Offers"), all of which were filed with the SEC as Exhibits to the Schedule T0 or amendments thereto.

On August 12, 2003, CCI issued a press release announcing that it had extended the expiration times of the Offers from 12:00 midnight, New York City time, on August 12, 2003, to 5:00 p.m., New York City time, on August 13, 2003.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented by adding the Press Release, dated August 12, 2003, as Exhibit (a)(1)(vi), filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Charter Communications, Inc.

By: /s/ Curtis S. Shaw

Name: Curtis S. Shaw

Title: Senior Vice President, General Counsel and Secretary

Dated: August 12, 2003

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
(a)(1)(i)	Offer to Purchase, dated July 11, 2003.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Guidelines to Form W-9.*
(a)(1)(iv)	Press Release, dated July 30, 2003.*
(a)(1)(v)	Supplement to the Offer to Purchase, dated as of July 30, 2003.*
(a)(1)(vi)	Press Release, dated August 12, 2003.**
(a)(2)-(a)(4)	None.
(d)(1)(i)(A)	Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 4 to the registration statement on Form S-4 of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation filed on July 22, 1999 (File No. 333-77499)).
(d)(1)(i)(B)	Assumption Agreement regarding Option Plan, dated as of May 25, 1999, by and between Charter Communications Holdings, LLC and Charter Communications Holding Company, LLC (incorporated by reference to Exhibit 10.13 to Amendment No. 6 to the registration statement on Form S-4 of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation filed on August 27, 1999 (File No. 333-77499)).
(d)(1)(i)(C)	Form of Amendment No. 1 to the Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.10(c) to Amendment No. 4 to the registration statement on Form S-1 of Charter Communications, Inc. on November 1, 1999 (File No. 333-83887)).
(d)(1)(i)(D)	Amendment No. 2 to the Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.4(c) to the annual report on Form 10-K filed by Charter Communications, Inc. on March 30, 2000 (File No. 000-27927)).
(d)(1)(i)(E)	Amendment No. 3 to the Charter Communications 1999 Option Plan (incorporated by reference to Exhibit 10.14(e) to the annual report on Form 10-K of Charter Communications, Inc. filed on March 29, 2002 (File No. 000-27927)).
(d)(1)(i)(F)	Amendment No. 4 to the Charter Communications 1999 Option Plan (incorporated by reference to Exhibit 10.10(f) to the annual report on

EXHIBIT NO. -----	DESCRIPTION -----
	Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(A)	Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.25 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on May 15, 2001 (File No. 000-27927)).
(d)(1)(ii)(B)	Amendment No. 1 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(b) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(C)	Amendment No. 2 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on November 14, 2001 (File No. 000-27927)).
(d)(1)(ii)(D)	Amendment No. 3 to the Charter Communications, Inc. 2001 Stock Incentive Plan effective January 2, 2002 (incorporated by reference to Exhibit 10.15(c) to the annual report on Form 10-K of Charter Communications, Inc. filed on March 29, 2002 (File No. 000-27927)).
(d)(1)(ii)(E)	Amendment No. 4 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(e) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(F)	Amendment No. 5 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(f) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(2)	Form of Savoy Stock Option Agreement, dated November 8, 1999, between Vulcan Cable III, Paul G. Allen and William D. Savoy (incorporated by reference to Exhibit 10.15 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).
(d)(3)	Form of Registration Rights Agreement, dated as of November 12, 1999, by and among Charter Communications, Inc., Charter Investment, Inc., Vulcan Cable III Inc., Mr. Paul G. Allen, Mr. Jerald L. Kent, Mr. Howard L. Wood and Mr. Barry L. Babcock (incorporated by reference to Exhibit 10.14 to Amendment No. 3 to the registration statement on Form S-1 of Charter Communications, Inc. filed on October 18, 1999 (File No. 333-83887)).

EXHIBIT NO.

DESCRIPTION

- (d)(4) Accretion Put Agreement, dated as of November 12, 2001, between Paul G. Allen and each of Chatham Investments, LLLP (Kevin B. Allen), Jeffrey D. Bennis, Stephen E. Hattrup, CRM I Limited Partnership LLLP, CRM II Limited Partnership, LLLP, Lucille Maun, Peter N. Smith, Monroe M. Rifkin, Bruce A. Rifkin, Stuart G. Rifkin, Ruth Rifkin Bennis, Rifkin Family Investment Company, L.L.L.P., Rifkin & Associates, Inc., and Rifkin Children's Trust III (incorporated by reference to Exhibit 10.17 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).

- (d)(5) Put Agreement, dated as of November 12, 2001, between Paul G. Allen and each of Falcon Holding Group, Inc., Falcon Cable Trust, Nathanson Family Trust, Blackhawk Holding Company, Inc., Advance Company, Ltd., Advance TV of California, Inc., and Greg Nathanson (incorporated by reference to Exhibit 10.18 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).

- (d)(6) Form of Exchange Agreement, dated as of November 12, 1999 by and among Charter Investment, Inc., Charter Communications, Inc., Vulcan Cable III Inc. and Paul G. Allen (incorporated by reference to Exhibit 10.13 to Amendment No. 3 to the registration statement on Form S-1 of CCI filed on October 18, 1999 (File No. 333-83887)).

- (g) None.

- (h) None.

* Previously filed.

** Filed herewith.

[CHARTER COMMUNICATIONS LOGO]

NEWS

PRESS RELEASE

CHARTER COMMUNICATIONS, INC. AND
CHARTER COMMUNICATIONS HOLDINGS, LLC ANNOUNCE
EXTENSION OF EXPIRATION TIMES OF TENDER OFFERS UNTIL
5:00 P.M., NEW YORK CITY TIME, AUGUST 13, 2003.

ST. LOUIS--(BUSINESS WIRE) -- August 12, 2003--Charter Communications, Inc. (NASDAQ: CHTR - News; the "Company" or "CCI") and its indirect subsidiary, Charter Communications Holdings, LLC ("Holdings"), announced today that the expiration times of each of CCI's pending tender offers for a portion of its convertible senior notes and Holdings' pending tender offers for a portion of its senior notes and senior discount notes are extended until 5:00 p.m., New York City time, on Wednesday, August 13, 2003, unless extended or earlier terminated. The Company and Holdings intend to fund the tender offers and the proposed paydown of up to approximately \$500 million of indebtedness under their subsidiaries' bank credit facilities through a financing contemplated to raise \$1.7 billion by indirect subsidiaries of the Company.

Tenders of Holdings' senior notes and senior discount notes may not be withdrawn after 12:00 midnight, New York City time, on Tuesday, August 12, 2003. This withdrawal deadline is not being extended. Notes tendered pursuant to the offers by CCI for convertible senior notes may be withdrawn at any time prior to the expiration times for such offers.

The principal purchase amount and the tender offer consideration for each \$1,000 principal amount (or principal amount at maturity, in the case of senior discount notes) in each of the offers remain unchanged. CCI's and Holdings' obligations to accept notes tendered in their respective offers and pay the respective tender offer consideration are subject to a number of conditions, including obtaining sufficient financing, as fully set forth in the respective Offers to Purchase and Letters of Transmittal for the tender offers. The tables below show the principal purchase amount of each series of CCI's notes and Holdings' notes being tendered for, and the aggregate principal amount (or aggregate principal amount at maturity, in the case of Holdings' senior discount notes) of each series of CCI's notes and Holdings' notes, respectively, tendered as of 5:00 p.m., New York City time, on August 12, 2003.

SERIES OF CCI NOTES	CUSIP NUMBER	PRINCIPAL AMOUNT OUTSTANDING (1)	PRINCIPAL PURCHASE AMOUNT	AMOUNT TENDERED
4.75% Convertible Senior Notes due 2006	16117MAC1	\$632,500,000	\$140,000,000	\$456,267,000
5.75% Convertible Senior Notes due 2005	16117MAB3 16117MAA5	\$750,000,000	\$210,000,000	\$337,634,000

(1) Principal amount outstanding at June 30, 2003.

SERIES OF HOLDINGS NOTES	CUSIP NUMBER	PRINCIPAL AMOUNT OUTSTANDING (1)	PRINCIPAL PURCHASE AMOUNT	AMOUNT TENDERED
8.625% Senior Notes due 2009	16117PAE0 16117PAB6	\$1,500,000,000	\$279,000,000	\$ 817,288,000
10.000% Senior Notes due 2009	16117PAK6	\$ 675,000,000	\$122,000,000	\$ 530,684,000
10.750% Senior Notes due 2009	16117PAT7	\$ 900,000,000	\$159,000,000	\$ 718,259,000
9.625% Senior Notes due 2009	16117PAZ3 16117PAY6	\$ 700,000,000	\$131,000,000	\$ 594,145,000
10.250% Senior Notes due 2010	16117PAL4	\$ 325,000,000	\$ 57,000,000	\$ 222,554,000
11.125% Senior Notes due 2011	16117PAV2 16117PAQ3	\$ 500,000,000	\$ 91,000,000	\$ 303,233,000
10.000% Senior Notes due 2011	16117PBB5 16117PBA7 16117PBF6	\$ 875,000,000	\$164,000,000	\$ 720,095,000
9.920% Senior Discount Notes due 2011	16117PAF7	\$1,475,000,000	\$ 60,000,000	\$1,043,269,000

(1) Principal amount (or principal amount at maturity, in the case of senior discount notes) outstanding at June 30, 2003.

Holdings may increase the principal amount (or principal amount at maturity, in the case of senior discount notes) of the notes that it is seeking to purchase depending on the amount of net proceeds that it receives from the financing by subsidiaries of the Company, but withdrawal rights will not be extended or reinstated in such event.

Citigroup Global Markets Inc. ("Citigroup") is the dealer manager for the CCI and Holdings tender offers. Questions concerning the terms of the CCI and Holdings tender offers should be directed to Citigroup's Liability Management Desk, 390 Greenwich Street, 4th Floor, New York, New York 10013, telephone: (800) 558-3745. The Bank of New York is the depositary agent in connection with the CCI and Holdings tender offers. D.F. King & Co., Inc. is the information agent for the CCI and Holdings tender offers. Copies of the

respective Offers to Purchase and Letters of Transmittal may be obtained from the information agent at (800) 758-5378.

About Charter Communications

Charter Communications, A Wired World Company(TM), is the nation's third-largest broadband communications company. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital Cable(R) brand and high-speed Internet access marketed under the Charter Pipeline(R) brand. Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(R) brand. Advertising sales and production services are sold under the Charter Media(R) brand. More information about Charter can be found at www.charter.com.

Cautionary Statement Regarding Forward-Looking Statements:

This news release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 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 news release 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 news release are set forth in reports or documents that we file from time to time with the United States Securities and Exchange Commission. All forward-looking statements attributable to the Company or a person acting on its behalf are expressly qualified in their entirety by this cautionary statement.

#

Contacts:
- - - - -

Media
Deb Seidel
314-543-5703
dseidel@chartercom.com

Analysts
Mary Jo Moehle
314-543-2397
mjoehle@chartercom.com

Dealer Manager for the Tender Offers:
Citigroup
212-723-6106 or 800-558-3745