

Filing Pursuant to Rule 424(b)(3)
Registration Statement No. 333-54394

PROSPECTUS SUPPLEMENT NO. 13 DATED NOVEMBER 27, 2001
TO PROSPECTUS DATED FEBRUARY 6, 2001,
AS SUPPLEMENTED BY PROSPECTUS SUPPLEMENT NOS. 1 THROUGH 12

CHARTER COMMUNICATIONS, INC.

\$750,000,000 of 5.75% Convertible Senior Notes due 2005 and 34,786,650
Shares of Class A Common Stock Issuable Upon Conversion of the
5.75% Convertible Senior Notes due 2005

and

31,664,667 Issued or Issuable Shares of Class A Common Stock

This prospectus supplement relates to (1) \$750,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 of Charter Communications, Inc., and 34,786,650 shares of Class A common stock of Charter Communications, Inc., which are initially issuable upon conversion of the notes, plus an indeterminate number of shares as may become issuable upon conversion as a result of adjustments to the conversion rate; and (2) 31,664,667 shares of Class A common stock of Charter Communications, Inc. issued or issuable to certain entities in connection with Charter Communications, Inc.'s purchase of certain cable systems in 2000 plus an indeterminate number of shares as may become issuable upon certain events. This prospectus supplement should be read in conjunction with the prospectus dated February 6, 2001, Prospectus Supplement No. 1 dated February 16, 2001, Prospectus Supplement No. 2 dated February 20, 2001, Prospectus Supplement No. 3 dated March 15, 2001, Prospectus Supplement No. 4 dated April 3, 2001, Prospectus Supplement No. 5 dated April 30, 2001, Prospectus Supplement No. 6 dated May 3, 2001, Prospectus Supplement No. 7 dated May 18, 2001, Prospectus Supplement No. 8 dated June 5, 2001, Prospectus Supplement No. 9 dated July 6, 2001, Prospectus Supplement No. 10 dated July 16, 2001, Prospectus Supplement No. 11 dated October 1, 2001, and Prospectus Supplement No. 12 dated October 4, 2001, which are to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in Prospectus Supplement No. 12:

69,573
Allstate Life
Insurance
Company
375,000
375,000 0
17,393 Aloha
Airlines Non-
Pilots
Pension Trust
245,000
245,000 0
11,364 Aloha
Pilots
Retirement
Trust 140,000
140,000 0
6,494 Alpha
US Sub Fund
VIII, LLC
1,250,000
1,250,000 0
57,978 Alpine
Associates
5,600,000
5,600,000 0
259,740
Alpine
Partners,
L.P. 900,000
900,000 0
41,744 Argent
Classic
Convertible
Arbitrage
Fund Ltd.
4,000,000
4,000,000 0
185,529
Argent
Classic
Convertible
Arbitrage
Fund
(Bermuda)
L.P.
11,000,000
11,000,000 0
510,204
Argent
Convertible
Arbitrage
Fund L.P.
10,000,000
10,000,000 0
463,822
Aristeia
International,
Limited
5,160,000
5,160,000 0
239,332
Aristeia
Trading, L.P.
3,340,000
3,340,000 0
154,917
Arkansas PERS
800,000
800,000 0
37,106
Arkansas
Teachers
Retirement
6,376,000
6,376,000 0
295,733
Associated
Electric &
Gas Insurance
Services

Limited
800,000
800,000 0
37,106 Bank
Austria
Cayman
Islands, Ltd.
9,125,000
9,125,000 0
423,237
Baptist
Health of
South Florida
407,000
407,000 0
18,888 BBT
Fund, L.P.
16,000,000
16,000,000 0
742,115 Bear,
Stearns & Co.
Inc. (1)
5,000,000
5,000,000 0
231,911 Black
Diamond
Offshore,
Ltd. 281,000
281,000 0
13,033 BNP
Paribas
Equity
Strategies
13,845,000
13,845,000 0
642,162 BNP
Cooper Neff
Convertible
Strategies
Fund, L.P.
1,155,000
1,155,000 0
53,571
Boilermakers
Blacksmith
Pension Trust
1,075,000
1,075,000 0
49,861 Boston
Museum of
Fine Arts
170,000
170,000 0
7,885 Boulder
II Limited
6,762,000
6,762,000 0
313,636

Shares of Class A Convertible Senior
Notes Common Stock -----

Principal Shares Amount of Amount of
Owned Notes Owned Notes That Before
Shares That Selling Securityholder
Before Offering May Be Sold Offering
May Be Sold - -----

BP Amoco PLC Master Trust	2,162,000	2,162,000	0	100,278	BT Equity Opportunities
4,000,000	4,000,000	0	185,529	BT Equity Strategies	
1,500,000	1,500,000	0	69,573	C&H Sugar Company, Inc	
385,000	385,000	0	17,857	Canyon Capital Arbitrage Master Fund, Ltd.	
5,400,000	5,400,000	0	250,464	Canyon Capital Realization (Cayman), Ltd.	
22,925,000	22,925,000	0	1,063,312	Capital Guardian Global Convertible Fund #011	
290,000	290,000	0	13,451	Chrysler Corporation Master Retirement Trust	
3,300,000	3,300,000	0	153,061	CIBC World Markets	
3,595,000	3,595,000	0	166,744	CIBC World Markets (International) Arbitrage Corp.	
4,000,000	4,000,000	0	185,529	Citi JL, Ltd.	
117,000	117,000	0	5,427	Clinton Riverside Convertible Portfolio Limited	
7,000,000	7,000,000	0	324,675	Common Fund Event Driven Company 6	
4,963	107,000	107,000	0	Conseco Fund Group -- Convertible Securities Fund	
1,000,000	1,000,000	0	46,382	DeAM Convertible Arbitrage Fund, Ltd	
2,200,000	2,200,000	0	102,041	Deephaven Domestic Convertible Trading Ltd.	
16,250,000	16,250,000	0	753,711	Delaware PERS.	
1,550,000	1,550,000	0	71,892	Delta Airlines Master Trust (c/o Oaktree Capital Management, LLC)	
1,440,000	1,440,000	0	66,790	Delta Pilots D&S Trust	
440,000	440,000	0	20,408	D.E. Shaw Valence, L.P.	
1,600,000	1,600,000	0	74,212	D.E. Shaw Investments, L.P.	
400,000	400,000	0	18,553	Deutsche Bank Securities Inc.	
24,300,000	24,300,000	0	1,127,087	Double Black Diamond Offshore, LDC	
1,168,000	1,168,000	0	54,174	Duckbill & Co	
2,500,000	2,500,000	0	115,956	Engineers Joint Pension Fund	
700,000	700,000	0	32,468	Enterprise Convertible Security Fund	
101,000	101,000	0	4,685	Evergreen Equity Income Fund	

7,000,000 7,000,000 0 324,675 F.R.

Convr Sec Fn

.....
85,000 85,000 0 3,942 Family Service
Life Insurance Company
300,000 300,000 0 13,915 Federated
American Leaders Fund Inc.
..... 18,500,000 18,500,000
0 858,071 Federated Equity Funds, on
behalf of its Federated Capital
Appreciation Fund
..... 7,600,000
7,600,000 0 352,505

Shares of Class A Convertible
 Senior Notes Common Stock -----

 ----- Principal Shares
 Amount of Amount of Owned Notes
 Owned Notes That Before Shares
 That Selling Securityholder
 Before Offering May be Sold
 Offering May be Sold - -----

 ----- Federated Equity
 Income Fund, Inc.

 42,000,000 42,000,000 0
 1,948,052 Federated Insurance
 Series, on behalf of its
 Federated American Leaders Fund
 II..... 2,400,000 2,400,000
 0 111,317 Federated Insurance
 Series, on behalf of its
 Federated Equity Income Fund
 II..... 1,600,000
 1,600,000 0 74,212 Fidelity
 Financial Trust Fidelity
 Convertible Securities
 Fund.....
 13,250,000 13,250,000 0 614,564
 Forms Series Fund, Inc on
 behalf of its American Leaders
 Series.....
 50,000 50,000 0 2,319 Gaia
 Offshore Master Fund Ltd. ..
 7,000,000 7,000,000 0 324,675
 Gary Anderson Marital Living
 Trust.....
 200,000 200,000 0 9,276 General
 Motors Employees Global Group
 Pension Trust.....
 3,500,000 3,500,000 0 162,338
 General Motors Welfare Benefit
 Trust (LT --
 VEBA)..... 2,500,000
 2,500,000 0 115,956 Goldman,
 Sachs & Co.(1).....
 63,437,000 63,437,000 0
 2,942,347 Grace Brothers, Ltd.
 2,500,000
 2,500,000 0 115,956 Guardian
 Life Insurance Company of
 America.....
 10,200,000 10,200,000 0 473,098
 Guardian Pension
 Trust..... 400,000
 400,000 0 18,553 Hawaiian
 Airline Pilots Retirement
 Plan..... 220,000
 220,000 0 10,204 Hawaiian
 Airlines Employees Pension Plan
 -- IAM..... 115,000
 115,000 0 5,334 Hawaiian
 Airlines Pension Plan for
 Salaried Employees.....
 25,000 25,000 0 1,160 HBK
 Master Fund L.P.
 46,000,000 46,000,000 0
 2,133,581 HFR Master Fund, Ltd.
 200,000 200,000 0
 9,276 Highbridge International
 LLC.... 25,900,000 25,900,000
 0 1,201,299 Hotel Union and
 Hotel Industry of
 Hawaii.....
 490,000 490,000 0 22,727 ICI
 American Holdings Trust.....
 825,000 825,000 0 38,265 Island
 Holdings.....
 50,000 50,000 0 2,319 ITG Inc.

204,000 204,000 0 9,462 James
 Campbell Corporation.....
 270,000 270,000 0 12,523
 Jefferies & Company Inc.
 10,000 10,000 0 464
 JMG Capital Partners,
 LP..... 10,500,000
 10,500,000 0 487,013 Julius
 Baer Securities, Inc.
 450,000 450,000 0 20,872 KBC
 Financial Products USA.....
 2,000,000 2,000,000 0 92,764
 Lancer Securities Cayman Ltd.
 ... 800,000 800,000 0 37,106
 Leonardo, L.P.
 11,950,000
 11,950,000 0 554,267 Levco
 Alternative Fund, Ltd.
 3,173,000 3,173,000 0 147,171
 Lipper Convertibles, L.P.
 12,000,000 12,000,000 0
 556,586 Lumberman's Mutual
 Casualty..... 722,000 722,000
 0 33,488 Lydian Overseas
 Partners Master
 Fund.....
 35,000,000 35,000,000 0
 1,623,377 Lyxor Master
 Fund..... 17,000
 17,000 0 788

Shares of Class A Convertible Senior Notes Common
Stock -----
----- Principal Shares Amount of
Amount of Owned Notes Owned Notes That Before
Shares That Selling Securityholder Before Offering
May Be Sold Offering May Be Sold - -----

----- Mainstay Convertible
Fund..... 7,500,000 7,500,000
0 347,867 Mainstay VP Convertible
Portfolio..... 1,000,000 1,000,000 0
46,382 McMahan Securities Co. L.P.
..... 174,000 174,000 0 8,071
Merrill Lynch, Pierce Fenner & Smith, Inc.
(1)..... 450,000 450,000 0 20,872 Morgan Stanley
& Co.(1)..... 350,000
350,000 0 16,234 Morgan Stanley Dean Witter
Convertible Securities
Trust(1).....
3,000,000 3,000,000 0 139,147 Motion Picture
Industry Health Plan - Active Member
Fund..... 390,000
390,000 0 18,089 Motion Picture Industry Health
Plan - Retiree Member
Fund..... 90,000 90,000
0 4,174 Museum of Fine Arts,
Boston..... 46,000 46,000 0
2,134 Nalco Chemical
Company..... 260,000
260,000 0 12,059 Nationwide Separate Account Trust,
on behalf of its Nationwide Equity Income
Fund..... 800,000 800,000 0
37,160 Navigator Offshore Fund Ltd.
..... 2,483,000 2,483,000 0
115,167 Navigator Partners
LP..... 690,000 690,000 0
32,004 Navigator Special Partners L.P.
..... 213,000 213,000 0 9,879
Nicholas Applegate Convertible
Fund..... 2,291,000 2,291,000 0 106,262
Nomura International PLC
London..... 9,000,000 9,000,000 0
417,440 Northern Income Equity
Fund..... 1,000,000 1,000,000 0
46,382 OCM Convertible
Trust..... 2,270,000
2,270,000 0 105,288 Ohio National Fund, Inc., on
behalf of its Blue Chip
Portfolio..... 50,000
50,000 0 2,319 Ohio National Fund, Inc., on behalf
of its Equity Income
Portfolio..... 130,000
130,000 0 6,030 Onex Industrial Partners
Limited..... 3,350,000 3,350,000 0
155,380 Oppenheimer Convertible Securities
Fund..... 6,000,000 6,000,000 0 278,293 OZ
Master Fund, Ltd. 6,000,000 6,000,000 0 278,293 Pacific Life
Insurance Company..... 1,000,000
1,000,000 0 46,382 Palladin Securities
LLC..... 500,000 500,000 0
23,191 Park Avenue Life Insurance
Company..... 100,000 100,000 0 4,638
Parker-Hannifin
Corporation..... 79,000 79,000
0 3,664 Partner Reinsurance Company Ltd.
..... 765,000 765,000 0 35,482 Pebble
Capital, Inc.
1,350,000 1,350,000 0 62,616 Pell Rudman Trust
Company..... 1,550,000
1,550,000 0 71,892 Peoples Benefit Life Insurance
Company TEAMSTERS separate
account.....
3,750,000 3,750,000 0 173,933 PGEP III
LLC..... 500,000
500,000 0 23,191 PHEP IV, Inc.
..... 116,000
116,000 0 5,380 Physicians
Life..... 549,000

549,000 0 25,464 PRIM

Board.....
3,115,000 3,115,000 0 144,481 Primerica Life
Insurance Company..... 1,503,000
1,503,000 0 69,712

Shares of Class A Convertible
Senior Notes Common Stock -----

----- Principal
Shares Amount of Amount of Owned
Notes Owned Notes That Before
Shares That Selling
Securityholder Before Offering
May Be Sold Offering May Be Sold

Principal Investors Fund, Inc on
behalf of its Partners Large Cap
Blend Fund ... 40,000 40,000 0
1,855 Purchase Associates, L.P.
..... 1,103,000
1,103,000 0 51,160 Putnam Asset
Allocation Funds -- Balanced
Portfolio
447,000 447,000 0 20,733 Putnam
Asset Allocation Funds --
Conservative Portfolio
..... 508,000 508,000
0 23,562 Putnam Convertible
Income -- Growth Trust
.....
4,500,000 4,500,000 0 208,720
Putnam Convertible Opportunities
and Income Trust
.....
114,000 114,000 0 5,288 Quarro
Fund Ltd.
3,000,000 3,000,000 0 139,147
Queens Health Plan
..... 85,000
85,000 0 3,942 R(2) Investments,
LDC 42,000,000
42,000,000 0 1,948,042 Ramius
Capital Group
1,500,000 1,500,000 0 69,573 RCG
Latitude Master Fund
..... 750,000 750,000 0
34,787 RCG Multi Strategy LP
..... 300,000
300,000 0 13,915 Retail Clerks
Pension Trust
3,000,000 3,000,000 0 139,147
Retail Clerks Pension Trust #2
..... 2,000,000 2,000,000 0
92,764 Sage Capital
.....
3,850,000 3,850,000 0 178,571
Salomon Smith Barney Inc.
..... 1,030,000
1,030,000 0 47,774 San Diego City
Retirement
1,371,000 1,371,000 0 63,590 San
Diego County Convertible
..... 2,960,000 2,960,000 0
137,291 San Diego County
Employees Retirement Association
..... 1,900,000
1,900,000 0 88,126 Screen Actors
Guild Pension Convertible
.....
745,000 745,000 0 34,555
Silvercreek Limited Partnership
..... 3,038,000 3,038,000 0
140,909 St. Albans Partners Ltd.
..... 5,000,000
5,000,000 0 231,911 Starvest
Combined Portfolio
1,000,000 1,000,000 0 46,382
State Employees' Retirement Fund
of the State of Delaware
..... 1,720,000
1,720,000 0 79,777 State of
Connecticut Combined Investment

Funds			
3,805,000	3,805,000	0	176,484
State of Oregon -- Equity			
.....	5,025,000		
5,025,000	0	233,071	State of
Oregon/SAIF Corporation			
9,785,000	9,785,000	0	453,850
SunAmerica Series Trust, on			
behalf of its Federated Value			
Portfolio	1,000,000		
1,000,000	0	46,382	TCI Bresnan
LLC.			0
N/A	0	9,098,006(2)	TCID of
Michigan, Inc.			
0	N/A	0	15,117,743(2)
TCW Group,			
Inc.			
12,075,000	12,075,000	0	560,065
The Class IC Company,			
Ltd.....	3,000,000		
3,000,000	0	139,147	The Estate of
James Campbell			
356,000	356,000	0	16,512
The			
Travelers Indemnity Company			
.....	4,956,000	4,956,000	0
229,870	The Travelers Insurance		
Company -- Life			
.....			
2,548,000	2,548,000	0	118,182

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares Owned Before Offering	Shares That May Be Sold
The Travelers Insurance Company Separate Account TLAC.....	289,000	289,000	0	13,404
The Travelers Life and Annuity Company.....	304,000	304,000	0	14,100
TQA Master Plus Fund, Ltd.	1,000,000	1,000,000	0	46,382
TQA Masterfund, Ltd.	3,650,000	3,650,000	0	169,295
Travelers Series Trust Convertible Bond Portfolio.....	400,000	400,000	0	18,553
Tribeca Investments LLC.....	27,500,000	27,500,000	0	1,275,511
UBS AG London Branch.....	14,000,000	14,000,000	0	649,351
UBS O'Connor LLC (f/b/o UBS Global Equity Arbitrage Master, Ltd.).....	10,000,000	10,000,000	0	463,822
UBS Warburg LLC.....	3,500,000	3,500,000	0	162,338
University of Rochester.....	43,000	43,000	0	1,994
Value Line Convertible Fund, Inc.	500,000	500,000	0	23,191
Value Realization Fund, LP.....	11,675,000	11,675,000	0	541,512
Van Kampen Harbor Fund.....	3,000,000	3,000,000	0	139,147
Vanguard Convertible Securities Fund, Inc.	5,420,000	5,420,000	0	25,139
Viacom Inc. Pension Plan Master Trust	68,000	68,000	0	3,154
Wake Forest University.....	1,296,000	1,296,000	0	60,111
Wasserstein Perella Securities Inc. ..	1,000,000	1,000,000	0	46,382
White River Securities L.L.C.	5,000,000	5,000,000	0	231,911
Worldwide Transactions, Ltd.	51,000	51,000	0	2,366
Writers Guild Convertible.....	435,000	435,000	0	20,176
Wyoming State Treasurer.....	1,496,000	1,496,000	0	69,388
Yield Strategies Fund LLP.....	1,000,000	1,000,000	0	46,382
ZCM/HFR Index Management, L.L.C. (f/k/a Zurich HFR Master Hedge Fund Index Ltd.).....	100,000	100,000	0	4,638
Zeneca AG Products, Inc.	150,000	150,000	0	6,957
Zeneca Holdings Trust.....	375,000	375,000	0	17,393
Zeneca HFR Master Hedge Fund Index LTD.....	3,200,000	3,200,000	0	148,423

(1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.

(2) Represents the number of shares of Class A common stock for which the selling securityholders may exchange their Class A Preferred Units in CC VIII, LLC and an indeterminate number of shares issuable upon such exchange, as such number may be adjusted under certain circumstances.

SEE "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS TO READ ABOUT IMPORTANT
FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE CONVERTIBLE SENIOR NOTES OR SHARES
OF OUR CLASS A COMMON STOCK.

These securities have not been approved or disapproved by the Securities and
Exchange Commission or any state securities commission nor has the Securities
and Exchange Commission or any state securities commission passed upon the
accuracy or adequacy of the prospectus or this prospectus supplement. Any
representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 27, 2001.