

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 16, 2004**



**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**

*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive**  
**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On September 16, 2004, Charter Communications, Inc. ("Charter" or the "Company") entered into an agreement (the "Agreement") with Margaret A. "Maggie" Bellville governing the terms and conditions of her resignation as an officer and employee of the Company. Under the terms of the Agreement, Ms. Bellville will have the right to receive 65 weeks of base pay based on an annual base of \$625,000, plus usual compensation for all accrued vacation and other leave time. Any stock options granted to Ms. Bellville will continue to vest during the salary continuation period. Ms. Bellville will have 60 days after the expiration of the salary continuation period to exercise any outstanding vested options at the applicable exercise prices established at each grant date. Ms. Bellville is entitled to receive relocation benefits under the Company's current relocation policy with respect to a move to a specified geographic area and will be provided outplacement assistance for 6 months following the date of her separation from the Company. Her resignation is effective September 30, 2004. The Agreement provides that the previously existing Employment Agreement will be terminated on a prospective basis following her resignation, except for certain ongoing obligations on Ms. Bellville's part concerning confidentiality, non-solicitation and non-disparagement. The contractual restriction on her ability to solicit current Charter employees does not apply to persons who, at the time of solicitation, have not worked for Charter in the prior 6 months and are not receiving severance from Charter. In addition, the non-competition provisions of her Employment Agreement are waived. Under the Agreement, Ms. Bellville waived a right to any bonus or incentive plan and released the Company from any claims arising out of or based upon any facts occurring prior to the date of the Agreement, but the Company will continue to provide Ms. Bellville certain indemnification rights for that period. The effectiveness of the Agreement is subject to Ms. Belleville's right to revoke her acceptance within 7 days from the date she signed the Agreement.

**ITEM 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.**

The Employment Agreement between Charter and Ms. Bellville was terminated on September 16, 2004. The principal terms of the Employment Agreement have been described in previous SEC filings by the Company and its subsidiaries. A copy of the agreement was filed as Exhibit 10.1 to the quarterly report on Form 10-Q filed by Charter on November 3, 2003 (File No. 000-27927). This termination is subject to revocation by Ms. Bellville for a period of seven days from the signing of the agreement described in item 1.01 above.

**ITEM 5.02 APPOINTMENT OF PRINCIPAL OFFICERS.**

Charter today announced the resignation of Ms. Bellville, Principal Operating Officer, effective September 30, 2004. A copy of the press release is being filed with this report as Exhibit 99.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated September 17, 2004. *

\* filed herewith

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**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: September 17, 2004

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: Interim Co-Chief Financial Officer,  
Senior Vice President and Controller  
(Co-Principal Financial Officer and Principal Accounting Officer)



# NEWS

FOR RELEASE: September 17, 2004

## Charter Announces Executive Changes

**St. Louis** - Charter Communications, Inc. (Nasdaq: CHTR) today announced the resignation of Margaret A. "Maggie" Bellville, Executive Vice President and Chief Operating Officer, effective September 30, 2004. "We have appreciated Maggie's positive contributions over the past two years, and respect her decision to depart the Company," said Carl Vogel, President and Chief Executive Officer.

Mike Lovett, Senior Vice President, Midwest Division Operations, has been promoted to Executive Vice President, Operations and Customer Care, reporting directly to Mr. Vogel. Mr. Lovett will assume responsibility for oversight of Charter's operational divisions in addition to enterprise-wide customer care. "Mike Lovett has over 20 years of operations expertise and has proven himself to be a tremendous asset to our executive team," Mr. Vogel said.

Mr. Vogel said certain other responsibilities formerly handled by Ms. Bellville will be assumed by other members of his executive team. Jim Heneghan, Senior Vice President of Marketing and Sales, will report to Tom Cullen, Executive Vice President of Advanced Services and Business Development. Sue Hamilton, Senior Vice President of Programming, will report directly to Mr. Vogel.

### About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™ and Charter High-Speed™ Internet service. Charter also provides business-to-business video, data and Internet protocol (IP) solutions through Charter Business™. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [www.charter.com](http://www.charter.com).

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