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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

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

Date of Report (Date of earliest event reported): **December 1, 2004**

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**

*(Exact name of registrants as specified in their charters)*

**Delaware**

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**333-77499**

**333-77499-01**

*(Commission File Number)*

**43-1843179**

**43-1843177**

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

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

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

**(314) 965-0555**

*(Registrants' telephone number, including area code)*

**Not Applicable**

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

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**ITEM 8.01. OTHER EVENTS.**

Charter Communications, Inc., the indirect parent company and manager of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, today announced that its indirect subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp., intend to offer Senior Floating Rate Notes for gross estimated proceeds of approximately \$500 million in a private transaction. It is expected that the net proceeds from this proposed offering will be used to pay down debt and for general corporate purposes. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but furnished pursuant to Regulation FD.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is not filed but furnished pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated December 1, 2004. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on December 1, 2004 (File No. 000-27927)).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

**CHARTER COMMUNICATIONS HOLDINGS, LLC**

**Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 1, 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)*

**CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION**

**Registrant**

Dated: December 1, 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)*

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**EXHIBIT INDEX**

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