FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

	OMB APPROVAL								
	OMB Number:	3235-028							
- 1	Estimated average	hurdon							

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

	Reporting Person*			<u>CF</u>	IAF	RTER	CON				5 <u>, IN</u>	NC.		check all a	pplicable)		, ,		
(Last) (First) (Middle) 333 SOUTH GRAND AVENUE			3. D	ate o	of Earlie		action (M	onth/I	Day/Year)							Other below)	(specify		
28TH FLOOR (Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicab Line) X Form filed by One Reporting Person					
																ore tha	ın One Rep	orting	
	Tab	le I - No	n-Deriv	ative	Se	curiti	es Ac	quired,	Dis	posed o	f, or	Bene	efici	ally Ow	ned				
Date				Execution Date, ay/Year) if any		Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)				nd Sec Ben Owr	urities F eficially (I ned Following (I		n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership					
								Code	v	Amount		(A) or (D)	Price	Trar	saction(s)			(Instr. 4)	
Class A Common Stock 04/2				5/2011	/2011			A		394(1)		A	\$)	394		D ⁽²⁾		
Class A Common Stock 0			04/25	5/2011				A		1,633(3)		A	\$)	2,027		D ⁽²⁾		
	Та													y Owne	d				
Title of cerivative ecurity nstr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) (Month/Day/Year)		Date,	Transa Code (5. Number of Oracle (Instr. Derivative		Expiration Date		Amoun		ount		derivative Securities Beneficially Owned Following Reported	,	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Fi TTH GRAN LOOR GELES CA (SI Security (Inst Common Sto Common Sto Conversion or Exercise Price of Derivative	(First) (Control of Exercise Price of Derivative COOR (First) (Control of Exercise Price of Derivative (First)	(First) (Middle) TH GRAND AVENUE OOR GELES CA 90071 (State) (Zip) Table I - Note of the content of the con	(First) (Middle) TH GRAND AVENUE OOR GELES CA 90071 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transaction Date (Month/It (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	GELES CA GELES	GELES CA GELES	GELES CA GELES	(First) (Middle) TH GRAND AVENUE OOR GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Action Date (Month/Day/Year) Common Stock 04/26/2011 2. Transaction Date (Month/Day/Year) Common Stock 04/26/2011 Table II - Derivative Securities Acquese.g., puts, calls, warrants, (Month/Day/Year) 2. Table II - Derivative Securities Acquese.g., puts, calls, warrants, (Month/Day/Year) 3. Date of Earliest Trans 04/26/2011 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquese.g., puts, calls, warrants, (Month/Day/Year) 3. Date of Earliest Trans 04/26/2011 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) [Security (Instr. 3)	(First) (Middle) TH GRAND AVENUE OOR GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table III - Derivative Securities Acquired (A) or (Code (Instr. Securities Acquired (Month/Day/Year) (Month/Day/Year)	(First) (Middle) TH GRAND AVENUE OOR GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disponential Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disponential Security Table II - Derivative Securities Acquired, Disponential Securities Acquired, Disponential Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) (GELES CA GELES	CHARTER COMMUNICATIONS, IN MO/ [CHTR] 3. Date of Earliest Transaction (Month/Day/Year) 04/26/2011 4. If Amendment, Date of Original Filed (Month/Day/Year) 04/26/2011 Table I - Non-Derivative Securities Acquired, Disposed of, or Date (Month/Day/Year) (Month/Day/Year) 24. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 25. Transaction Date (e.g., puts, calls, warrants, options, convertible security Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4) (Month/Day/Year) (Mon	CHARTER COMMUNICATIONS, INC. (Moldle) (First) (Middle) (First) (Middle) (First) (Middle) (Gelles CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Common Stock 04/26/2011 A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Common Stock 04/25/2011 A 394(1) A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A 1,633(3) A Table II - Derivative Securities Acquired, Disposed of, or Benefice (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) A 1,633(3) A A 1,634(4) A A 1,634(4	GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3) 2. Transaction (Month/Day/Year) (Instr. 3) 3. Transaction (Month/Day/Year) (Instr. 3) Code (Instr. 4) Common Stock 04/25/2011 A 394(I) A \$(Common Stock) 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Code (Instr. 4) Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 2. Transaction (Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 4. Securities Acquired (A) or Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction (Instr. 3, 4 and 5) A 3. Transaction (Instr. 3, 4 and 5)	GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Common Stock 04/26/2011 A 394(1) A \$0 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and Bound Date of Disposed of (D) (Instr. 3) A Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and Bound Date of Disposed of (D) (Instr. 3, 4 and Bound Date of	CHARTER COMMUNICATIONS, INC. Mode Mode	GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction Date (Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 3. Transaction (Month/Day/Year) 4. Transaction (Month/Day/Year) 5. Or Disposed Of (D) (Instr. 3, 4 and 5) 5. Or Disposed Of (D) (Instr. 3, 4 and 5) 5. Or Disposed Of (D) (Instr. 3, 4 and 5) 5. Or Disposed Of (D) (Instr. 3, 4 and 5) 5. Or Disposed Of (D) (Instr. 3, 4 and 5) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 5) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3, 4 and 4) 5. Or Disposed Of (D) (Instr. 3,	GELES CA 90071 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Formmon Stock 04/26/2011 A 1,633/30 A \$0 2,027 Disposed of Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Common Stock 04/25/2011 A 1,633/30 A \$0 2,027 Disposed of Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Common Stock 04/25/2011 A 1,633/30 A \$0 2,027 Disposed of Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Common Stock 04/25/2011 A 1,633/30 A \$0 2,027 Disposed of Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date, (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date, (Month/Day/Year) Table II - Derivative Securities Acquired, On The Securities Securit	

Explanation of Responses:

- 1. Grant of Restricted Stock (price not applicable) valued at \$21,698.82 on date of grant as pro-rated from December 1, 2010 to date of grant, to fully vest on anniversary date of grant.
- 2. The reporting person is a Senior Vice President of Oaktree Capital Management, L.P. ("Oaktree"), a registered investment adviser under the Investment Advisers Act of 1940, as amended. These shares of Class A Common Stock are held directly by the reporting person for the benefit of OCM FIE, LLC ("FIE"), a wholly owned subsidiary of Oaktree. Pursuant to the policies of Oaktree, the reporting person must hold these shares of Class A Common Stock on behalf of and for the sole benefit of FIE and is assigning all economic, pecuniary and voting rights to FIE. The reporting person disclaims beneficial ownership of these securities, and the filing of this Form 4 shall not be construed as an admission that such person is the beneficial owner of such securities covered by this Form 4, except to the extent of any indirect pecuniary interest therein.
- $3. \ Grant \ of \ Restricted \ Stock \ (price \ not \ applicable) \ valued \ at \ \$90,\!000 \ on \ date \ of \ grant, \ to \ fully \ vest \ on \ anniversary \ date \ of \ grant.$

Remarks:

<u>/s/ Edgar Lee</u> <u>04/28/2011</u>

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.