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. 5)

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.

[X] 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: [X]

INTRODUCTORY STATEMENT

This Amendment No. 5 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. 5 is being filed by CCI and amends and supplements certain provisions of the Tender Offer Statement on Schedule TO filed on July 11, 2003 (the "Schedule TO"), as amended by Amendment No. 1 filed on July 31, 2003, Amendment No. 2 filed on August 1, 2003, Amendment No. 3 filed on August 13, 2003, and Amendment No. 4 filed on August 14, 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 TO or amendments thereto.

On August 14, 2003, CCI announced the termination and withdrawal of the Offers due to unfavorable market conditions causing the financing condition not to be satisfied.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented by adding the Press Release, dated August 14, 2003, as Exhibit (a)(1)(viii), 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 14, 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)(1)(vii)	Press Release, dated August 13, 2003.*
(a)(1)(viii)	Press Release, dated August 14, 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.

EXHIBIT (a)(1)(viii)

[CHARTER COMMUNICATIONS LOGO]

NEWS

PRESS RELEASE

CHARTER COMMUNICATIONS TERMINATES TENDER OFFERS

ST. LOUIS--Charter Communications, Inc. (Nasdaq: CHTR - the "Company" or "CCI") and its indirect subsidiary, Charter Communications Holdings, LLC ("Holdings"), today terminated CCI's previously announced tender offers for a portion of its convertible senior notes and Holdings' tender offers for a portion of its senior notes and senior discount notes citing unfavorable market conditions.

"The dynamics and fundamentals of the high yield bond market have changed materially since we commenced the offers July 11," said Charter President and CEO Carl Vogel. "The combination of a significant increase in the yield of the benchmark 10- year treasury and mutual fund outflows over the past few weeks made this transaction economically unattractive for the Company. We continue to be committed to improve our capital structure over time and will revisit this and other transactions as market conditions improve."

Over $5.2 billion of Holdings' senior notes and senior discount notes had been tendered and $790 million of CCI's convertible senior notes had been tendered as of 12:00 p.m. New York City time on August 14, 2003.

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.

# # #

Contacts:

Media	Analysts
Deb Seidel	Mary Jo Moehle
314-543-5703	314-543-2397
dseidel@chartercom.com	mmoehle@chartercom.com