

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): April 29, 2002

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
(Federal Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri
(Address of Principal Executive Offices)

63131
(Zip Code)

(Registrant's telephone number, including area code) (314) 965-0555

ITEM 5. OTHER ITEMS.

On April 29, 2002, Charter Communications, Inc. issued a press release announcing its results for the first quarter ended March 31, 2002. The full text of the press release, other than (1) the second sentence under the heading "First Quarter Financial Highlights," (2) the last three sentences of the first paragraph, the last two sentences of the second paragraph and the entire third paragraph under the heading "Demand for High Speed Internet Service Drives Advanced Services Growth," and (3) both paragraphs under the heading "Looking Ahead" which is set forth in Exhibit 99.1 hereto, is filed and incorporated in this Report as if fully set forth herein.

ITEM 7. EXHIBITS.

99.1 Press release dated April 29, 2002. *

* filed herewith

ITEM 9. REGULATION FD DISCLOSURE

The following portions of the press release, appearing in Exhibit 99.1 hereto, are not filed but are furnished pursuant to Regulation FD: (1) the second sentence under the heading "First Quarter Financial Highlights," (2) the last three sentences of the first paragraph, the last two sentences of the second paragraph and the entire third paragraph under the heading "Demand for High Speed Internet Service Drives Advanced Services Growth," and (3) both paragraphs under the heading "Looking Ahead."

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS:

This Report includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Many of the forward-looking statements contained in this Report may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this Report are set forth in this Report and in reports or documents that we file from time to time with the United States Securities and Exchange Commission or the SEC, and include, but are not limited to: our plans to achieve growth by offering advanced products and services; our anticipated capital expenditures for our upgrades and new equipment and facilities; our ability to fund capital expenditures and any future acquisitions; the effects of governmental regulation on our business; our ability to compete effectively in a highly competitive and changing environment; our ability to obtain programming as needed and at a reasonable price; our ability to continue to do business with existing vendors, particularly high-tech companies that do not have a long operating history; and general business and economic conditions, particularly in light of the uncertainty stemming from the September 11, 2001 terrorist activities in the United States and the armed conflict abroad.

All forward-looking statements attributable to us or a person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no obligation to update any of the forward-looking statements after the date of this Report to conform these statements to actual results or to changes in our expectations.

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: April 29, 2002

By: /s/ Kent D. Kalkwarf

Name: Kent D. Kalkwarf
Title: Executive Vice President and Chief
Financial Officer (Principal Financial
Officer and Principal Accounting Officer)

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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99.1	Press release dated April 29, 2002.
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[CHARTER COMMUNICATIONS LOGO]

NEWS

FOR RELEASE: 7:00 A.M. ET MONDAY, APRIL 29, 2002

CHARTER POSTS STRONG REVENUE AND CASH FLOW GROWTH FOR THE FIRST
QUARTER OF 2002

Strategic marketing and bundling of services drives first quarter 2002
revenue and operating cash flow growth

ST. LOUIS - Charter Communications, Inc. (Nasdaq: CHTR) exceeded expectations for revenue and cash flow growth during the first quarter of 2002. Charter executives will discuss first quarter financial results and expectations for the remainder of the year in a conference call this morning.

FIRST QUARTER FINANCIAL HIGHLIGHTS

Revenue during the first quarter of 2002 increased 13.1% to \$1.1 billion, and operating cash flow increased 10.4% to \$449.2 million compared to pro forma results for the first quarter of 2001. "Our revenue and cash flow for the quarter exceeded the high end of our expectations and will provide a solid base of growth which we expect to accelerate throughout the year," Mr. Vogel said. Charter reported basic and diluted loss per share of \$.59 for the first quarter of 2002, compared to a loss per share of \$1.20 for the first quarter of 2001.

DEMAND FOR HIGH-SPEED INTERNET SERVICE DRIVES ADVANCED SERVICES GROWTH

Charter added 140,000 cable modem customers during the first quarter of 2002, 40% more new customers than were added during the previous quarter. Charter ended the first quarter with 780,200 data customers of which 747,700 were cable modem customers. "Demand for our high-speed Internet service has been phenomenal," said Carl Vogel, President and CEO. "With the majority of our high-speed data customers now on Charter owned and operated systems,

we're focusing our efforts on marketing as well as margin improvement. We're confident there will be continued consumer demand for this product throughout the year."

As of March 31, 2002, Charter Digital Cable customers totaled 2,208,900, or approximately one third of Charter's video customer base. Charter reported 6,804,800 basic video customers as of the end of the first quarter of 2002. "We're realizing success from our strategic approach to customer growth to ensure quality customers, focusing on products delivered from our digital platform, including Charter Digital Cable which allows for video on demand and interactive channels; and high-speed data via our Charter Pipeline service. As we bundle these services, we expect our profitability and retention levels to continue to improve," Mr. Vogel said.

"Our bundled digital video, high-speed data, and interactive services enhance our customers' lives. We make entertainment more enjoyable, information more accessible and our customers' lives simpler for a reasonable price," he continued. "This makes our service essential to our customers, greatly reducing churn."

NEW ACCOUNTING STANDARDS

Effective January 1, 2002, Charter adopted Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," a new accounting standard that addresses the accounting for intangible assets, including franchises. Statement No. 142 requires that franchise intangible assets that meet the indefinite life criteria of the standard to no longer be amortized against earnings, but instead tested for impairment at least annually. Upon adoption Charter did not have an impairment charge and eliminated the amortization of indefinite-lived franchises, which totaled \$316.4 million for the quarter ended March 31, 2001.

LOOKING AHEAD

Charter expects revenue for the second quarter of 2002 to range from \$1.145 billion to \$1.155 billion. Operating cash flow for the second quarter is expected to be between \$500 million and \$505 million. Charter expects to add 275,000 to 300,000 RGUs in the second quarter. RGUs are comprised of basic, digital and cable modem customers.

Charter expects 2002 annual revenue of between \$4.6 billion and \$4.7 billion. Annual operating cash flow is expected to range between \$2.035 billion and \$2.07 billion. Charter expects to add a total of approximately 1,100,000 to 1,200,000 RGUs during 2002. Mr. Vogel

said he expects about half of Charter's digital customers will have access to VOD technology by the end of 2002.

ABOUT CHARTER COMMUNICATIONS

Charter Communications, A Wired World Company(TM), is among the nation's largest broadband communications companies, currently serving some 7 million customers in 40 states. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform marketed under the Charter Digital Cablea brand and high-speed Internet access via Charter Pipelinea. Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under Charter Media.

A Fortune 500 and NASDAQ 100 Company, Charter was the 2001 recipient of the Outstanding Corporate Growth Award from the Association for Corporate Growth, the 2001 R.E. "Ted" Turner Innovator of the Year Award from the Southern Cable Telecommunications Association, and the 2001 Fast 50 Award for Growth from the St. Louis Regional Chamber and Growth Association.

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More information about Charter can be found at www.charter.com.

Charter will conduct a conference call to discuss their operating results on Monday, April 29, 2002 at 11:00 AM Eastern Time. The call will be available live via webcast at www.charter.com. The call will be available on the "Investor Center" portion of the website, via "About Us." Participants should go to the call link at least 10 minutes prior to the start time to register. The call will be archived on the website.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

CHARTER COMMUNICATIONS, INC.
 Unaudited Consolidated Statement of Operations
 (Dollars in thousands)

	THREE MONTHS ENDED MARCH 31,		
	ACTUAL	PRO FORMA	
	2002	2001 (a)	% CHANGE
	-----	-----	-----
REVENUES:			
Analog video	\$ 754,622	\$ 713,128	
Digital video	103,713	58,796	
Cable modem	63,993	26,729	
Advertising sales	59,541	60,465	
Other	96,465	93,963	
	-----	-----	
Total revenues	1,078,334	953,081	13.1%
	-----	-----	
OPERATING EXPENSES:			
General, administrative and service	246,278	212,535	
Analog video programming	261,641	234,451	
Digital video	35,127	17,863	
Cable modem	32,694	23,663	
Advertising sales	19,193	17,429	
Marketing	18,773	21,510	
Corporate expenses	15,431	18,726	
	-----	-----	
Operating expenses	629,137	546,177	15.2%
	-----	-----	
Operating cash flow (b)	\$ 449,197	\$ 406,904	10.4%
	=====	=====	

(a) The pro forma results reflect all significant acquisitions and dispositions closed during 2002 and 2001 as if the transactions had occurred one year prior to their closing date to be consistent with 2002 reporting. Pro forma revenues exceed actual revenues for the three months ended March 31, 2001 by \$79.3 million. Pro forma operating cash flow (OCF) exceeds actual OCF for three months ended March 31, 2001 by \$19.0 million. The unaudited pro forma financial information has been presented for comparative purposes and does not purport to be indicative of the consolidated results of operations had these transactions been completed as of the assumed date or which may be obtained in the future. See page 2 of 4 of this addendum to the earnings release for a comparison of actual operating results.

(b) Information concerning OCF has been included as it is used by certain investors as one measure of financial performance. OCF is not a measure of financial performance under generally accepted accounting principles in the United States and is not necessarily comparable to similarly titled measures used by other companies. OCF should not be construed as an alternative to operating income or to cash flows from operating activities as determined in accordance with generally accepted accounting principles in the United States.

Addendum to Charter Communications, Inc. Three Months Ended March 31, 2002
 Earnings Release

CHARTER COMMUNICATIONS, INC.
 Unaudited Consolidated Statement of Operations
 (Dollars in thousands, except share data)

	THREE MONTHS ENDED MARCH 31,		
	ACTUAL 2002	ACTUAL 2001	% CHANGE
REVENUES:			
Analog video	\$ 754,622	\$ 649,355	
Digital video	103,713	55,047	
Cable modem	63,993	25,166	
Advertising sales	59,541	55,641	
Other	96,465	88,588	
	-----	-----	
Total revenues	1,078,334	873,797	23.4%
	-----	-----	
OPERATING EXPENSES:			
General, administrative and service	246,278	191,630	
Analog video programming	261,641	210,374	
Digital video	35,127	20,609	
Cable modem	32,694	17,646	
Advertising sales	19,193	15,265	
Marketing	18,773	16,623	
Corporate expenses	15,431	13,721	
	-----	-----	
Operating expenses	629,137	485,868	29.5%
	-----	-----	
Operating cash flow	449,197	387,929	15.8%
Depreciation and amortization	486,969	695,895	
Option compensation expense	636	6,038	
Interest, net	363,167	310,740	
Other, net	(30,010)	59,917	
	-----	-----	
	820,762	1,072,590	
	-----	-----	
Loss before minority interest in loss of subsidiary	(371,565)	(684,661)	
Minority interest in loss of subsidiary	197,398	403,962	
	-----	-----	
Net loss	(174,167)	(280,699)	
Dividends of preferred stock - redeemable	727	--	
	-----	-----	
Net loss applicable to common stock	\$ (174,894)	\$ (280,699)	
	=====	=====	
Basic and diluted loss per share	\$ (0.59)	\$ (1.20)	
	=====	=====	
Weighted average common shares outstanding	294,394,955	233,777,675	
	=====	=====	

Addendum to Charter Communications, Inc. Three Months Ended March 31, 2002
 Earnings Release

CHARTER COMMUNICATIONS, INC.
Unaudited Summary of Operating Statistics

	ACTUAL	PRO FORMA	PRO FORMA
	MARCH 31, 2002	DECEMBER 31, 2001 (a)	MARCH 31, 2001 (a)
Basic Analog Video			
Basic Homes Passed	11,777,300	11,502,300	11,363,300
Basic Customers	6,804,800	6,953,700	6,914,500
Penetration of Basic Homes Passed	57.8%	60.5%	60.8%
Average Monthly Revenue per Basic Customer (quarter)	\$ 52.82	\$ 53.07	\$ 45.95

	ACTUAL	PRO FORMA	PRO FORMA
	MARCH 31, 2002	DECEMBER 31, 2001 (a)	MARCH 31, 2001 (a)
Digital Video			
Digital Homes Passed	10,894,000	10,638,300	9,751,900
Digital Customers	2,208,900	2,144,800	1,455,900
Penetration of Digital Homes Passed	20.3%	20.2%	14.9%
Penetration of Basic Customers	32.5%	30.8%	21.1%
Digital Converters Deployed	3,055,900	2,951,400	1,832,300

	ACTUAL	PRO FORMA	PRO FORMA
	MARCH 31, 2002	DECEMBER 31, 2001 (a)	MARCH 31, 2001 (a)
Data Services			
Data Customers:			
Cable Modem Customers	747,700	607,700	324,600
Dial-up Customers	32,500	37,100	41,900
Total Data Customers	780,200	644,800	366,500
Data Homes Passed	8,180,300	7,560,600	5,972,400
Penetration of Data Homes Passed	9.5%	8.5%	6.1%

	ACTUAL	PRO FORMA	PRO FORMA
	March 31, 2002	DECEMBER 31, 2001 (a)	MARCH 31, 2001 (a)
Revenue Generating Units:			
Basic Customers	6,804,800	6,953,700	6,914,500
New Services (Digital Video and Cable Modem)	2,956,600	2,752,500	1,780,500
Total Revenue Generating Units	9,761,400	9,706,200	8,695,000

	ACTUAL
	MARCH 31, 2002
Other Statistics	
For the quarter ended	
Capital Expenditures (in 000's)	\$ 471,300
As of	
Book Value per Share	\$ 9.09

(a) The pro forma statistics reflect all significant acquisitions and dispositions closed during 2002 and 2001 as of the periods indicated.

Addendum to Charter Communications, Inc. Three Months Ended March 31, 2002
Earnings Release

CHARTER COMMUNICATIONS, INC.
 UNAUDITED CONSOLIDATED BALANCE SHEET DATA
 (DOLLARS IN THOUSANDS)

	ACTUAL MARCH 31, 2002 -----	ACTUAL DECEMBER 31, 2001 -----
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 16,749	\$ 1,679
Accounts receivable, net of allowance for doubtful accounts	224,441	290,504
Receivable from related party	6,509	4,634
Prepaid expenses and other	70,025	70,362
Total current assets	----- 317,724 -----	----- 367,179 -----
Investment in Cable Properties:		
Property, plant and equipment, net	7,152,588	7,149,483
Franchises, net	17,137,096	17,138,774
Total investment in cable properties	----- 24,289,684 -----	----- 24,288,257 -----
Other assets		
	394,600	306,388
	----- \$25,002,008 =====	----- \$24,961,824 =====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 1,193,322	\$ 1,374,994
Total current liabilities	----- 1,193,322 -----	----- 1,374,994 -----
Long-term debt		
	16,982,543	16,342,873
Deferred management fees - related party		
	13,751	13,751
Other long-term liabilities		
	288,599	341,057
Minority interest		
	3,778,188	3,976,791
Preferred stock - redeemable		
	50,566	50,566
Shareholders' equity		
	2,695,039	2,861,792
	----- \$25,002,008 =====	----- \$24,961,824 =====

Addendum to Charter Communications, Inc. Three Months Ended March 31, 2002
 Earnings Release