FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20040

STATEMENT	OF CHA	ANGES IN	BENEFICI	AL OW	NERSHIP

	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	en
	hours per response:	0.5

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Class A Common Stock Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Securities Securities Securities Securities Securities Underlying Derivative Security (Instr. 3) A Deemed Execution Date, if any (Month/Day/Year) (Month/Da	Name and Address of Reporting Person* Dolgen Jonathan L					2. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS INC /MO/ [CHTR]											all app	p of Reportin blicable) ctor er (give title	ng Pers	10% C	
4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Class A Common Stock 08/29/2006 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired Table II - Non-Non-Non-Non-Non-Non-Non-Non-Non-Non-	C/O CHA	C/O CHARTER COMMUNICATIONS, INC.					· ' '														
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (D) or Indirect (D)	(Street) ST. LOUIS MO 63131					4. If Amendment, Date of Original Filed (Month/Day/Year)									ine)	X Form filed by One Reporting Person Form filed by More than One Reporting					
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Explanation of Responses:

- 1. Grant of Restricted Stock (price not applicable) valued at \$65,000 on date of grant, to fully vest on anniversary date of grant.
- 2. Grant of Restricted Stock Price Not Applicable.

Remarks:

<u>/s/ Jonathan L. Dolgen</u> <u>08/31/2006</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.