

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Bickham John</u> _____ (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>12405 POWERSCOURT DRIVE</u> _____ (Street) <u>ST. LOUIS MO 63131</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [CHTR]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP/Chief Operating Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2012</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/30/2012		A		100,000 ⁽¹⁾	A	\$60.46	100,000	D	
Class A Common Stock	04/30/2012		A		132,000 ⁽²⁾	A	\$60.46	232,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Time-Vesting Stock Options	\$60.46	04/30/2012		A		70,000		(3)	04/30/2022	Class A Common Stock	70,000	\$0	70,000	D	
Performance Vesting Stock Options	\$60.46	04/30/2012		A		90,000		(4)	04/30/2022	Class A Common Stock	90,000	\$0	160,000	D	
Performance Vesting Stock Options	\$60.46	04/30/2012		A		50,000		(5)	(5)	Class A Common Stock	50,000	\$0	210,000	D	

Explanation of Responses:

- Restricted Stock granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of April 30, 2012.
- Restricted Stock granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 66,000 shares subject to the attainment of a \$80 per-share hurdle; and 66,000 shares subject to the attainment of a \$100 per-share hurdle (each with a ten-year term). Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.
- Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan. Vesting in 25% installments on each of the first four anniversaries of April 30, 2012.
- Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 45,000 stock options subject to the attainment of a \$80 per-share hurdle (with a 10-year term); 45,000 stock options subject to the attainment of a \$100 per-share hurdle (with a 10-year term); Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.
- Stock options granted on April 30, 2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 25,000 stock options subject to the attainment of a \$125 per-share hurdle (with a 4-year term); and 25,000 stock options subject to the attainment of a \$150 per-share hurdle (with a four year term). Vesting schedule as follows: (i) 25% first eligible to vest on April 30, 2013; (ii) 25% first eligible to vest on April 30, 2014; (iii) 25% first eligible to vest on April 30, 2015; and (iv) 25% first eligible to vest on April 30, 2016.

Remarks:

/s/ John Bickham by Richard R. Dykhouse, Attorney-in-Fact 05/02/2012

** 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.

