

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>ALLEN PAUL G</u> (Last) (First) (Middle) 505 FIFTH AVE SOUTH SUITE 900 (Street) SEATTLE WA 98104 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/ [CHTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2006	
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)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Program	(1)	03/22/2006		S	1		03/22/2006	08/01/2009 ⁽²⁾	Class A Common Stock	392,980,827 ⁽³⁾⁽⁴⁾⁽⁵⁾	(1)	1	I	By Corporation ⁽¹⁾

Explanation of Responses:

- Vulcan, Inc., ("Vulcan") of which the Reporting Person is the sole shareholder, is party to an agreement effective March 22, 2006 pursuant to which certain of its investment managers have a right to receive from Vulcan a performance-based fee based on the performance of certain assets including the Reporting Person's interests in the Issuer's Class A Common Stock.
- Although this date may be earlier or later under certain circumstances pursuant to the terms of the Performance Program.
- Represents: (1) 29,126,463 shares of Class A Common Stock of the Issuer; (2) 50,000 shares of Class B Common Stock of the Issuer convertible at any time into Class A Common Stock of the Issuer on a 1-for-1 basis; and (3) 10,000 vested options to acquire shares of Class A Common Stock of the Issuer. Please also see Footnotes 4 and 5 for additional information.
- In addition to the information described in Footnote 3, this number also represents: (1) 339,132,031 Class A and C Common Membership Units of Charter Communications Holding Company, LLC ("Holdco") held by corporations controlled by the Reporting Person, which units are exchangeable at any time for Class B Common Stock of the Issuer on a 1-for-1 basis, which in turn are convertible at any time into Class A Common Stock of the Issuer on a 1-for-1 basis; and (2) the Subordinated Accreting Note (the "Note") further described in Footnote 5.
- In addition to the information described in Footnotes 3 and 4, this number also represents the Note acquired by a corporation that is controlled by the Reporting Person in exchange for securities of a subsidiary of the Issuer, in settlement of a dispute between the Reporting Person, corporations controlled by the Reporting Person, the Issuer and certain subsidiaries of the Issuer, (i) whose holder may exchange the then-accreted value of the Note for membership units of Holdco, which units may be further converted into Class B Common Stock of the Issuer which may further be converted into shares of Class A Common Stock of the Issuer at any time and (ii) is exchangeable at the option of Holdco for membership units after February 28, 2009 under certain circumstances and is redeemable for cash by the issuer of the Note under certain circumstances. As of December 31, 2005, the Note represented 24,662,333 shares of Class A Common Stock of the Issuer.

Remarks:

/s/ Gregory Landis, Attorney-in-Fact for Paul G. Allen 03/23/2006

** 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.