
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): July 27, 2004



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

(I.R.S. Employer Identification Number)

**12405 Powerscourt Drive
St. Louis, Missouri 63131**

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 5. OTHER ITEMS.

Charter Communications, Inc. ("Charter" or the "Company") announced today that the United States Securities and Exchange Commission ("SEC") and Charter reached a final agreement to settle the investigation, pursuant to which Charter agreed to entry of an administrative order prohibiting any future violations of United States securities laws. In the Settlement Agreement and Cease and Desist Order, Charter neither admitted nor denied any wrongdoing, and the SEC assessed no fine against the Company. A copy of the press release is being filed with this report as Exhibit 99.1.

ITEM 7. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
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99.1	Press release dated as of July 27, 2004. *
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* furnished herewith

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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 release 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 release are set forth in reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed data and other services and to maintain a stable customer base, particularly in the face of increasingly aggressive competition from other service providers;
- our ability to pay or refinance debt as it becomes due, commencing in 2005;
- the availability of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources;
- our ability to achieve free cash flow;
- any adverse consequences arising out of our restatement of our 2000, 2001 and 2002 financial statements;
- the results of the pending grand jury investigation by the United States Attorney's Office for the Eastern District of Missouri, the pending SEC Division of Enforcement investigation, the putative class action, the unconsolidated state action, and derivative shareholders litigation against us;
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which would result in a violation of the applicable facility or indenture and could trigger a default of other obligations under cross-default provisions;
- our ability to obtain programming at reasonable prices or to pass cost increases on to our customers;
- general business conditions, economic uncertainty or slowdown; and
- the effects of governmental regulation, including but not limited to local franchise taxing authorities, on our business.

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 duty or obligation to update any of the forward-looking statements after the date of this release.

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: July 28, 2004

By: /s/ Paul E. Martin
Name: Paul E. Martin
Title: Senior Vice President and Corporate
Controller (Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated July 27, 2004. *

* furnished herewith



NEWS

July 27, 2004

SEC Closes Charter Investigation

St. Louis - Charter Communications, Inc. (Nasdaq: CHTR) announced today that the United States Securities and Exchange Commission (SEC) has concluded its enforcement action against Charter, enabling the Company to focus fully on growing revenues and serving its customers.

The SEC and Charter have reached a final agreement to settle the investigation, pursuant to which Charter agreed to entry of an administrative order prohibiting any future violations of United States securities laws. In the Settlement Agreement and Cease and Desist Order, Charter neither admitted nor denied any wrongdoing, and the SEC assessed no fine against the company.

"We are very pleased to put this issue from the past behind us," said Carl Vogel, Charter President and Chief Executive Officer. "We are a new company, and bringing this issue to closure allows to focus on serving our customers." Mr. Vogel said that Charter cooperated fully with the SEC in its 20-month investigation and was committed to implementing the institutional changes requested by the SEC.

The SEC's investigation generally concerned the Company's determination of the number of its customers, various accounting practices and procedures concerning capitalization of certain expenses and dealings with certain vendors, including programmers and digital set-top terminal suppliers.

Charter had conducted an internal review of its business practices both before and during the SEC's investigation. The Company has put in place a new management structure, which includes leadership consisting of well-regarded, independent industry professionals. The Company promoted other key individuals with proven abilities to elevated positions of responsibility. Charter also implemented a comprehensive Company-wide corporate compliance program designed to ensure that its employees comply fully with applicable laws and regulations and perform their job duties with integrity and accountability. In addition, the company has instituted new procedures intended to increase the transparency of its financial results to its shareholders and the public.

In July 2003, four former officers of the company were indicted by a federal grand jury as part of an investigation into business practices at Charter during 2000 and 2001. Charter's financial results for 2000 and 2001 were re-audited by KPMG, which took over Charter's audit responsibilities in April 2002 from Arthur Andersen. Related financial statements were fully restated to reflect the company's financial position and results of operations. The Company stands behind those restated results.

Charter, which cooperated fully with the Department of Justice in its investigation and was not charged, was praised by both the United States Attorney and by then Deputy Attorney General Larry D. Thompson for its "extraordinary" cooperation with the Government. Neither Charter nor any of its current officers or directors is a target of that inquiry.

About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™ and Charter High-Speed™ Internet service. Charter also provides business-to-business video, data and Internet protocol (IP) solutions through Charter Business™. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at www.charter.com.

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