

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

January 17, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackley James

(Last) (First) (Middle)

C/O CHARTER
COMMUNICATIONS, INC., 400
ATLANTIC STREET, 10TH
FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Engineering & IT

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (3-Year Cliff)	\$ 136.425	01/15/2014		A		40,894		01/15/2017 ⁽¹⁾	01/15/2024	Class A Common Stock	40,894
Restricted Stock Units (3-Year Cliff)	\$ 0 ⁽²⁾	01/15/2014		A		1,833		01/15/2017 ⁽³⁾	⁽⁴⁾	Class A Common Stock	1,833

Reporting Owners

Reporting Owner Name / Address		Relationships			
		Director	10% Owner	Officer	Other
Blackley James C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET, 10TH FLOOR STAMFORD, CT 06901				EVP/Engineering & IT	
Signatures					
/s/Constance C. Kovach as attorney-in-fact for James Blackley				01/16/2014	
**Signature of Reporting Person		Date			

Signatures

/s/Constance C. Kovach as attorney-in-fact for James Blackley

01/16/2014

**Signature of Reporting Person

Date _____

Explanation of Responses:

- * 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).

Stock Options granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will

- (1) vest on the third anniversary of the grant date, January 15, 2017. Such options will terminate 10 years from date of grant unless terminated sooner in accordance with the plan or grant agreement.

- (2) Restricted Stock Unit Grant - Price Not Applicable.

- (3) Restricted Stock Units granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 15, 2017.

- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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