CHARTER COMMUNICATIONS, INC. /MO/

Form 4

January 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dykhouse Richard R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHARTER COMMUNICATIONS. INC. /MO/ [CHTR]

3. Date of Earliest Transaction

below)

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 01/15/2014

10% Owner Director X_ Officer (give title Other (specify

EVP/Gen Counsel/Corp Secretary

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

(Street)

FLOOR

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Price

STAMFORD, CT 06901

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if any

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

(A) or Code V Amount (D) Reported Transaction(s) (Instr. 3 and 4)

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

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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 or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options (3-Year Cliff)	\$ 136.425	01/15/2014		A	24,536	01/15/2017(1)	01/15/2024	Class A Common Stock	24,5
Restricted Stock Units (3-Year Cliff)	\$ 0 (2)	01/15/2014		A	1,100	01/15/2017(3)	<u>(4)</u>	Class A Common Stock	1,10

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dykhouse Richard R C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET, 10TH FLOOR STAMFORD, CT 06901

EVP/Gen Counsel/Corp Secretary

Signatures

/s/Richard R.

Dykhouse

01/16/2014

**Signature of Reporting Date

Person

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.

Reporting Owners 2

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