

Winfrey Christopher L  
Form 4  
January 17, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Winfrey Christopher L

(Last) (First) (Middle)

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

(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)  
10/23/2018

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)  
Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock            | 10/24/2018                              |                                                             | J                                    | 35,854 D                                                                | \$ 0 <sup>(1)</sup> 14,983                                                                                         | D                                                                       |                                         |
| Class A<br>Common<br>Stock            | 10/24/2018                              |                                                             | J                                    | 35,854 A                                                                | \$ 0 <sup>(1)</sup> 35,854                                                                                         | I                                                                       | By Trust                                |
| Class A<br>Common<br>Stock            | 12/07/2018                              |                                                             | J                                    | 34,909 D                                                                | \$ 0 <sup>(2)</sup> 945                                                                                            | I                                                                       | By Trust                                |

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|                            |            |   |                     |   |                            |        |   |                                  |
|----------------------------|------------|---|---------------------|---|----------------------------|--------|---|----------------------------------|
| Class A<br>Common<br>Stock | 12/07/2018 | J | 34,909              | A | \$ 0 <u>(2)</u>            | 34,909 | I | By Trust                         |
| Class A<br>Common<br>Stock | 12/07/2018 | J | 12,303              | D | \$ 0 <u>(3)</u>            | 2,680  | D |                                  |
| Class A<br>Common<br>Stock | 12/07/2018 | J | 12,303              | A | \$ 0 <u>(3)</u>            | 12,303 | I | By Trust                         |
| Class A<br>Common<br>Stock | 12/07/2018 | J | 22,605              | D | \$ 0 <u>(4)</u>            | 27,126 | I | By Atalaya<br>Management,<br>LLC |
| Class A<br>Common<br>Stock | 12/07/2018 | J | 22,605              | A | \$ 0 <u>(4)</u>            | 34,908 | I | By Trust                         |
| Class A<br>Common<br>Stock | 01/15/2019 | M | 6,798<br><u>(5)</u> | A | \$<br>292.31<br><u>(6)</u> | 9,478  | D |                                  |
| Class A<br>Common<br>Stock | 01/15/2019 | F | 2,832<br><u>(7)</u> | D | \$<br>292.31               | 6,646  | D |                                  |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Stock<br>Options                                    | \$ 60.96                                                           | 10/23/2018                              |                                                             | J                                    | 93,434<br><u>(5)</u> <u>(8)</u>                                                                        | <u>(8)</u> 04/26/2021                                          | Class A<br>common<br>stock                                     | 93,434<br><u>(9)</u>                |
| Stock<br>Options                                    | \$ 60.96                                                           | 10/23/2018                              |                                                             | J                                    | 93,434                                                                                                 | <u>(8)</u> 04/26/2021                                          | Class A<br>common<br>stock                                     | 93,434<br><u>(9)</u>                |

|                        |            |            |   |        |             |             |                      |        |
|------------------------|------------|------------|---|--------|-------------|-------------|----------------------|--------|
| Stock Options          | \$ 150.88  | 10/23/2018 | J | 14,970 | <u>(10)</u> | 01/15/2024  | Class A common stock | 14,970 |
| Stock Options          | \$ 150.88  | 10/23/2018 | J | 14,970 | <u>(10)</u> | 01/15/2024  | Class A common stock | 14,970 |
| Restricted Stock Units | <u>(6)</u> | 01/15/2019 | M | 6,798  | <u>(12)</u> | <u>(12)</u> | Class A Common Stock | 6,798  |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                         |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer                 | Other |
| Winfrey Christopher L<br>C/O CHARTER COMMUNICATIONS, INC.<br>400 ATLANTIC STREET<br>STAMFORD, CT 06901 |               |           | Chief Financial Officer |       |

## Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Christopher L. Winfrey

01/17/2018

\*\*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).

- (1) On October 24, 2018, the reporting person transferred 35,854 shares of Charter Class A common stock to the Yeniley Lorenzo Winfrey Rev Tr U/A DTD 07/27/2001.
- (2) On 12/7/2018, the Yeniley Lorenzo Winfrey Rev Tr U/A DTD 07/27/2001 transferred 34,909 shares of Charter Class A common stock to the Yeniley L Winfrey Irrevocable Trust.
- (3) On 12/7/2018, the reporting person transferred 12,303 shares of Charter Class A common stock to the Winfrey Dynasty Trust.
- (4) On 12/7/2018, Atalaya Management, LLC transferred 22,605 shares of Charter Class A common stock to the Winfrey Dynasty Trust.
- (5) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the number of Restricted Stock Units as well as the exercise price of options(divided by .9042) and the number of options (multiplied by .9042).
- (6) Restricted Stock Units convert into common stock on a one-for-one basis.
- (7) Withholding of securities for the purpose of paying taxes.
- (8) Performance-vesting stock options granted on April 26, 2011; 60,277 stock options subject to the attainment of a \$60 per share hurdle; 60,278 stock options subject to the attainment of a \$80 per share hurdle; and 30,278 stock options subject to the attainment of a \$100 per-share hurdle; Vesting schedule as follows: 33% first eligible to vest on January 26, 2012; 33% first eligible to vest on September 30, 2012; and 33% first eligible to vest on September 30, 2013. As the grants vested before the Time Warner Cable Inc. transactions, the number of shares and performance targets in this footnote were not adjusted for purposes of this filing.
- (9) On October 23, 2018, the reporting person transferred 93,434 stock options to the Christopher L. Winfrey 2018 GRAT II.
- (10) Time-vesting stock options granted on January 15, 2014 under the Charter Communications, Inc. 2009 Stock Incentive Plan. The options became exercisable on January 15, 2017.

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- (11) On October 23, 2018, the reporting person transferred 14,970 stock options to the Christopher L. Winfrey 2018 GRAT I.
- (12) On 1/15/2016 the reporting person was granted 7,519 Restricted Stock Units to vest on 1/15/2019. In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the number of unvested Restricted Stock Units.

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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