

CHARTER COMMUNICATIONS INC /MO/

Form 8-K

July 19, 2005

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**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 18, 2005

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)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2 (b))
 - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.14d-2 (b))
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Item 7.01. Regulation FD Disclosure.

Charter Communications, Inc. (Charter) today announced that the Securities and Exchange Commission has declared effective Charter s registration statement on Form S-1 covering the sale of up to 150 million shares of its Class A common stock, which it intends to loan to Citigroup Global Markets Limited (Citigroup) pursuant to a share lending agreement for sale in a public offering by Citigroup or its affiliates. The shares of the Class A common stock are being offered on a best efforts basis. This offering of Charter s Class A common stock is being conducted to facilitate transactions by which investors in Charter s 5.875% convertible senior notes due 2009 issued on November 22, 2004 will hedge their investments in the convertible senior notes. A press release announcing the registration of the class A common stock going effective is attached hereto as Exhibit 99.1

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit

Number

Description

99.1 Press Release dated July 18, 2005.*

filed herewith

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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 18, 2005

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: *Senior Vice President, Interim Chief Financial Officer,
Principal Accounting Officer and Corporate Controller
(Principal Financial Officer and Principal Accounting Officer)*

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | Press Release dated July 18, 2005.* filed herewith |