

Apodaca Steven E.  
Form 3  
December 19, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Apodaca Steven E.	(Month/Day/Year) 12/10/2008	CHARTER COMMUNICATIONS INC /MO/ [CHTR]
(Last) (First) (Middle)		
		4. Relationship of Reporting Person(s) to Issuer
		5. If Amendment, Date Original Filed(Month/Day/Year)

C/O CHARTER COMMUNICATIONS, INC.,Â 12405 POWERSCOURT DRIVE  
(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
SVP - Division President, West

ST. LOUIS,Â MOÂ 63131

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common	46,630 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	Â (2)	10/28/2013	Class A Common	40,000	\$ 4.295	D	Â
Stock Options	Â (2)	01/27/2014	Class A Common	17,500	\$ 5.17	D	Â
Stock Options	Â (2)	03/25/2015	Class A Common	14,175	\$ 1.525	D	Â
Stock Options	Â (2)	08/23/2015	Class A Common	2,025	\$ 1.157	D	Â
Stock Options	Â (2)	03/10/2016	Class A Common	6,078	\$ 1	D	Â
Stock Options	Â (2)	12/29/2016	Class A Common	16,500	\$ 3.065	D	Â
Stock Options	Â (2)	03/09/2017	Class A Common	11,583	\$ 2.835	D	Â
Stock Options	Â (2)	12/11/2017	Class A Common	3,750	\$ 1.315	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apodaca Steven E. C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	Â	Â	Â SVP - Division President, West	Â

## Signatures

/s/ Steven E. Apodaca 12/19/2008

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 36,630 shares of restricted stock granted 3/18/2008; and, 10,000 shares held in an IRA rollover account.
  - (2) Grant under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% of the original grant vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

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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