

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
June 21, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bickham John

(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)

06/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP/Chief Operating Officer

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Vesting Stock Options | \$ 221.25 | 06/17/2016 | | A | 587,730 | (1) 06/17/2026 | Class A Common Stock 587,730 |
| Restricted Stock Units | (2) | 06/17/2016 | | A | 65,303 | (3) (2) | Class A Common Stock 65,303 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bickham John
C/O CHARTER COMMUNICATIONS, INC.
400 ATLANTIC STREET
STAMFORD, CT 06901

EVP/Chief Operating Officer

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for John Bickham

06/21/2016

__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) Stock options granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan: 117,546 shares subject to the attainment of a \$289.76 per-share hurdle (with a 10-year term); 117,546 shares subject to the attainment of a \$364.97 per-share hurdle (with a 10-year term); 117,546 shares subject to the attainment of \$455.66 per-share hurdle (with a 10-year term); 117,546 shares subject to the attainment of a \$496.58 per-share hurdle (with a 10-year term); and 117,546 shares subject to the attainment of a \$564.04 per-share hurdle (with a 10-year term). One third of the stock options will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any options that have not vested within 6 years from the date of grant will be cancelled.

(2) Restricted Stock Unit grant - not applicable

(3) Restricted Stock Units granted on June 17, 2016 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan; 21,767 shares subject to the attainment of a \$455.66 per-share hurdle; 21,768 shares subject to the attainment of a \$496.58 per-share hurdle; and 21,768 shares subject to the attainment of a \$564.04 per-share hurdle (each with a six-year term). One third of the Restricted Stock Units will be first eligible to vest on each of the third, fourth and fifth anniversaries of the date of grant subject to achievement of the applicable per-share price hurdles. Any Restricted Stock Units that have not vested within 6 years from the date of grant will be cancelled.

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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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