

CHARTER COMMUNICATIONS INC /MO/
Form 4
November 02, 2005

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 *
ALLEN PAUL G

2. Issuer Name and Ticker or Trading Symbol
CHARTER COMMUNICATIONS INC /MO/ [CHTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
505 FIFTH AVE SOUTH, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

SEATTLE, WA 98104

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

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

(City) (State) (Zip)

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 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)	Code	V	Amount	(D)	Price

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

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.

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)							
							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Subordinated Accreting Note	\$ 2	10/31/2005	J ⁽¹⁾⁽²⁾	\$ 48,200,000 <u>(1) (2)</u>	10/31/2005						10/31/2020	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN PAUL G 505 FIFTH AVE SOUTH SUITE 900 SEATTLE, WA 98104	X	X	Chairman	

Signatures

Greg Landis, by Power of Attorney 11/01/2005

__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).

The Subordinated Accreting Note (the "Note") was acquired by a corporation that is controlled by the Reporting Person in exchange for securities of a subsidiary of the Issuer, in settlement of a dispute between the Reporting Person, corporations controlled by the Reporting Person (including the corporation that acquired the Note), the Issuer and certain subsidiaries of the Issuer. The Note bears interest at the rate of 14% per year, which will be added to the initial accreted value of the Note through February 28, 2009 and will be added to the accreted value of the Note to the extent not paid in cash.

At any time, the holder of the Note may exchange the then-accreted value of the Note for membership units of Charter Communications Holding Company, LLC, which units may be further converted into Class B Common Stock of the Issuer pursuant to an agreement between the Reporting Person, the Issuer and certain other entities and such shares of Class B Common Stock may be converted into shares of Class A Common Stock of the Issuer at any time. The Note is also exchangeable at the option of Charter Communications Holding Company, LLC for membership units after February 28, 2009 customary under certain circumstances and is redeemable for cash by the issuer of the Note under certain circumstances. The Note's exchange price is subject to adjustment upon the occurrence of specified dilutive events.

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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