

CHARTER COMMUNICATIONS INC /MO/  
Form 8-K  
May 23, 2001

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FORM 8-K

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):MAY 23, 2001  
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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  
-----  
(Federal Employer  
Identification Number)

12444 Powerscourt Drive - Suite 400  
ST. LOUIS, MISSOURI  
-----  
(Address of Principal Executive Offices)

63131  
-----  
(Zip Code)

(Registrant's telephone number, including area code)

(314) 965-0555

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ITEM 5. OTHER ITEMS.

Charter Communications Holding Company, LLC amended and restated its limited liability company agreement in order to incorporate previous amendments into a single agreement, to revise certain tax allocation provisions, and to include specific information regarding past equity issuances.

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ITEM 7. EXHIBITS.

99.1 Amended and Restated Limited Liability Company Agreement for Charter Communications Holding Company, LLC.\*

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\* 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 report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC., a registrant

Dated May 23, 2001

By: /S/ CURTIS S. SHAW

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Name: CURTIS S. SHAW  
Title: Senior Vice President,  
General Counsel and Secretary

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EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Amended and Restated Limited Liability Company Agreement for Charter Communications Holding Company, LLC