

CHARTER COMMUNICATIONS, INC. /MO/
 Form 4
 July 10, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Bohigian Catherine C.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Government Affairs

C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET, 10TH FLOOR

(Street)

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

STAMFORD, CT 06901

(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 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)	Code	V	Amount	(D)	Price

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)
Restricted Stock Units	\$ 0	07/08/2013		A	10,000	07/08/2014 ⁽¹⁾ ⁽²⁾	Class A Common Stock
Time Vesting Stock Options	\$ 128.5296	07/08/2013		A	15,000	07/08/2014 ⁽³⁾ 07/08/2023	Class A Common Stock
Performance Vesting Stock Options	\$ 128.5296	07/08/2013		A	25,000	07/08/2014 ⁽⁴⁾ 07/08/2023	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bohigian Catherine C. C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET, 10TH FLOOR STAMFORD, CT 06901			EVP, Government Affairs	

Signatures

/s/Jennifer Dau-Sullivan as attorney-in-fact for Catherine C. Bohigian 07/10/2013

**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) Restricted Stock Units granted 7/8/2013 under the Charter Communications, Inc. Stock Incentive Plan scheduled to vest in equal 25% increments on July 8, 2014, 2015, 2016 and 2017.
- (2) Not Applicable
- (3) Grant of Stock Options on 7/8/2013 under the Charter Communications, Inc. Stock Incentive Plan; 25% of the aggregate grant will vest and become exercisable on July 8, 2014, 2015, 2016, and 2017.
- (4) Grant of Stock Options on 7/8/2013 under the Charter Communications, Inc. Stock Incentive Plan, at a \$130 price threshold (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days commencing on or after the Grant Date), 25% of which

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will be eligible to vest and become exercisable on July 8, 2014, 2015, 2016 and 2017.

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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