

Dykhouse Richard R
 Form 4
 August 03, 2018

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 *
 Dykhouse Richard R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP/Gen Counsel/Corp Secretary

(Last) (First) (Middle)

C/O CHARTER COMMUNICATIONS, INC., 400 ATLANTIC STREET

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2018

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	08/01/2018		M	3,200 (1)	A \$ 87.19 (2)	6,127.1	D
Class A Common Stock	08/01/2018		F	1,974 (3)	D \$ 304.99	4,153.1	D
Class A Common Stock	08/01/2018		M	1,889 (4)	A \$ 60.96 (2)	6,042.1	D

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Class A Common Stock	08/01/2018	F	1,014 <u>(5)</u>	D	\$ 304.99	5,028.1	D
Class A Common Stock	08/02/2018	S	2,101 <u>(6)</u>	D	\$ 296.52 <u>(7)</u>	2,927.1	D

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

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(9-02)

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

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Charter Options	\$ 87.19 <u>(2)</u>	08/01/2018		M	3,200 <u>(1)</u>	02/20/2016 02/20/2023	Class A Common Stock	3,200
Charter Options	\$ 60.96 <u>(2)</u>	08/01/2018		M	1,889 <u>(4)</u>	12/31/2016 04/26/2021	Class A Common Stock	1,889

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dykhouse Richard R
C/O CHARTER COMMUNICATIONS, INC.
400 ATLANTIC STREET
STAMFORD, CT 06901

EVP/Gen Counsel/Corp Secretary

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Richard R.
Dykhouse

08/03/2018

__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) Pursuant to a 10b5-1 plan, exercise of a portion of vested stock options granted on 2/20/2013 .
- (2) In connection with the closing of the Time Warner Cable Inc. transactions the merger exchange ratio of .9042 was applied to the exercise price and performance targets (divided by .9042) and the number of options (multiplied by .9042).
- (3) Withholding of securities for the purpose of paying taxes from securities reported in Footnote #1.
- (4) Pursuant to a 10b5-1 plan, exercise of a portion of vested stock options granted on 4/26/2011.
- (5) Withholdings of securities for the purpose of paying taxes from securities reported in Footnote #4.
- (6) Sold pursuant to a 10b5-1 plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$295.18 to \$296.97, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.