

CHARTER COMMUNICATIONS INC /MO/
Form 4
March 23, 2006

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)
03/22/2006

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 Indirect Beneficial 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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative 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	Amount Number Shares
Performance Program	<u>(1)</u>	03/22/2006	S		1		03/22/2006	08/01/2009 ⁽²⁾	Class A Common Stock	392,983 ⁽³⁾ (4)

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

/s/ Gregory Landis, Attorney-in-Fact for Paul G. Allen
 03/23/2006

__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) Vulcan, Inc., ("Vulcan") of which the Reporting Person is the sole shareholder, is party to an agreement effective March 22, 2006 pursuant to which certain of its investment managers have a right to receive from Vulcan a performance-based fee based on the performance of certain assets including the Reporting Person's interests in the Issuer's Class A Common Stock.
- (2) Although this date may be earlier or later under certain circumstances pursuant to the terms of the Performance Program. Represents: (1) 29,126,463 shares of Class A Common Stock of the Issuer; (2) 50,000 shares of Class B Common Stock of the Issuer convertible at any time into Class A Common Stock of the Issuer on a 1-for-1 basis; and (3) 10,000 vested options to acquire shares of Class A Common Stock of the Issuer. Please also see Footnotes 4 and 5 for additional information.
- (4) In addition to the information described in Footnote 3, this number also represents: (1) 339,132,031 Class A and C Common Membership Units of Charter Communications Holding Company, LLC ("Holdco") held by corporations controlled by the Reporting Person, which units are exchangeable at any time for Class B Common Stock of the Issuer on a 1-for-1 basis, which in turn are convertible at any time into Class A Common Stock of the Issuer on a 1-for-1 basis; and (2) the Subordinated Accreting Note (the "Note") further described in Footnote 5.
- (5) In addition to the information described in Footnotes 3 and 4, this number also represents the Note 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, the Issuer and certain subsidiaries of the Issuer, (i) whose holder may exchange the then-accreted value of the Note for membership units of Holdco, which units may be further converted into Class B Common Stock of the Issuer which may further be converted into shares of Class A Common Stock of the Issuer at any time and (ii) is

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exchangeable at the option of Holdco for membership units after February 28, 2009 under certain circumstances and is redeemable for cash by the issuer of the Note under certain circumstances. As of December 31, 2005, the Note represented 24,662,333 shares of Class A Common Stock of the Issuer.

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.