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CHARTER COMMUNICATIONS INC /MO/ Form 4

Form 4 November 22, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ALLEN PAUL G Issuer Symbol CHARTER COMMUNICATIONS (Check all applicable) INC /MO/ [CHTR] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director X 10% Owner Other (specify _X__Officer (give title (Month/Day/Year) below) below) 505 FIFTH AVE SOUTH, SUITE 11/20/2006 Chairman 900 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting **SEATTLE, WA 98104** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4 Securities 5 Amount of 6 Ownership 7 Nature of 1 Title of 2 Transaction Date 2A Deemed

1. The of	2. Transaction Date	ZA. Deemed	з.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or Indirect	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
					Reported		
				(A)	Transaction(s)		
			Code V	Or Amaria (D) Dria	(Instr. 3 and 4)		
			Code V	Amount (D) Pric	e		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivati Securitie Acquiree (A) or Dispose of (D) (Instr. 3, 4, and 5)	s 1 1	'ear)	(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Program	<u>(1)</u>	11/20/2006		S	1	11/20/2006	(2)	Class A Common Stock	393,030,827 $(3) (4) (5)$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ALLEN PAUL G 505 FIFTH AVE SOUTH SUITE 900 SEATTLE, WA 98104	Х	Х	Chairman				
Signatures							
/s/ Greg Landis, Attorney-in-Fa Allen	11/22/2006						

**Signature of Reporting Person

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).

Vulcan, Inc. ("Vulcan"), of which the Reporting Person is the sole shareholder, is party to an agreement (the "Agreement"), effective
(1) November 20, 2006, pursuant to which Lance Conn has a right to receive from Vulcan a performance-based fee based on the performance of certain assets of the Reporting Person, including the Reporting Person's interests in the Issuer's Class A Common Stock.

Date

- (2) August 1, 2009, although this date may be earlier or later under certain circumstances pursuant to the terms of the Agreement.
- Represents: (1) 29,175,705 shares of Class A Common Stock of the Issuer, (2) 50,000 shares of Class B Common Stock of the Issuer
 (3) convertible at any time into Class A Common Stock of the Issuer on a one-for-one 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.

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 the Reporting Person, which units are exchangeable at any time for Class B Common Stock of the Issuer on a one-for-one basis, which in turn are convertible at any time into Class A Common Stock of the Issuer on a one-for-one 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 exchangeable at the option of Holdco for membership units after February 28, 2009 under certain circumstances and is redeemable for

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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.

(6) The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein, if any.

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.