

CHARTER COMMUNICATIONS INC /MO/
Form 8-K
July 13, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 13, 2005**

[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

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Charter Communications, Inc. (

"the Company") entered into an agreement ("the May Agreement") on July 13, 2005 with Mr. Robert P. May, the Company's Interim President and Chief Executive Officer. The Agreement provides for the grant to Mr. May, effective April 26, 2005, of 100,000 restricted shares of the Company's Class A common stock. The grant was made under the Company's 2001 Stock Incentive Plan ("the Plan") and the restricted shares are subject to all of the terms and provisions of the Plan, except as otherwise provided in the May Agreement. The restricted shares will vest on the date on which Mr. May's interim service as President and Chief Executive shall terminate (unless there is an earlier termination event for Cause, as defined in the Plan). Prior to vesting, the restricted shares are not transferable and are entitled to the rights and benefits of outstanding shares of Class A common stock, whether or not the shares have vested. The May Agreement is attached hereto as Exhibit 99.1.

In addition, the Company entered into an agreement ("the Lovett Agreement") on July 13, 2005 with Mr. Michael J. Lovett, the Company's Executive Vice President and Chief Operating Officer. The Lovett Agreement provides for the grant to Mr. Lovett, effective April 26, 2005, of 75,000 restricted shares of the Company's Class A common stock. The grant was made under the Plan and the restricted shares are subject to all of the terms and provisions of the Plan, except as otherwise provided in the Agreement. The restricted shares will vest one third on each of the first three anniversaries of the date of grant (unless there is an earlier termination event for Cause, as defined in the Plan). Prior to vesting, the restricted shares are not transferable and are entitled to the rights and benefits of outstanding shares of Class A common stock, whether or not the shares have vested. The Lovett Agreement is attached hereto as Exhibit 99.2.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit

Number Description

99.1 May Agreement dated as of July 13, 2005.*

99.2 Lovett Agreement dated as of July 13, 2005.*

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,

Registrant

Dated: July 13, 2005

By: /s/ Paul E. Martin
Name: Paul E. Martin
Title: Senior Vice President,
Interim Chief Financial Officer, Principal
Accounting Officer and Corporate Controller

EXHIBIT INDEX

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
99.1	May Agreement dated as of July 13, 2005.*
99.2	Lovett Agreement dated as of July 13, 2005.*

* filed herewith