

CHARTER COMMUNICATIONS INC /MO/
 Form 4
 June 01, 2007

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 *
 Smit Neil

(Last) (First) (Middle)

C/O CHARTER COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE

(Street)

ST. LOUIS, MO 63131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CHARTER COMMUNICATIONS INC /MO/ [CHTR]

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
			Code	V	Amount or Price		
Class A Common Stock	05/31/2007		M		137,950 (1)	A	\$ 1.176 4,176,754 D
Class A Common Stock	05/31/2007		S		12,450	D	\$ 4.05 4,164,304 D
Class A Common Stock	05/31/2007		S		500	D	\$ 4.055 4,163,804 D

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Class A Common Stock	05/31/2007	S	50,200	D	\$ 4.06	4,113,604	D
Class A Common Stock	05/31/2007	S	4,800	D	\$ 4.065	4,108,804	D
Class A Common Stock	05/31/2007	S	6,400	D	\$ 4.08	4,102,404	D
Class A Common Stock	05/31/2007	S	63,100	D	\$ 4.09	4,039,304	D
Class A Common Stock	05/31/2007	S	500	D	\$ 4.095	4,038,804	D
Class A Common Stock	05/31/2007	M	<u>62,050</u> (2)	A	\$ 1	4,100,854	D
Class A Common Stock	05/31/2007	S	62,050	D	\$ 4.05	4,038,804	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options	\$ 1.176	05/31/2007		M	137,950 (1)	08/22/2006	08/22/2015	Class A Common Stock	137,950
Stock Options	\$ 1	05/31/2007		M	62,050 (2)	03/10/2007	03/10/2016	Class A Common Stock	62,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smit Neil C/O CHARTER COMMUNICATIONS, INC. 12405 POWERSCOURT DRIVE ST. LOUIS, MO 63131	X		CEO and President	

Signatures

/s/ Neil Smit 06/01/2007
 __Signature of Date
 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).
 Exercise of vested shares in the amount of 137,950 granted on 8/22/2005 under the Charter Communications, Inc. 2001 Stock Incentive
 (1) Plan, 33 1/3% of the aggregate grant vest at the end of each of the first three years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.
 Exercise of vested shares in the amount of 62,050 granted on 3/10/2006 under the Charter Communications, Inc. 2001 Stock Incentive
 (2) Plan, 25% of the aggregate grant vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

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.