

CHARTER COMMUNICATIONS INC /MO/
Form 4
November 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Conn Lance

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2006

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

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

(Street)

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

ST. LOUIS, MO 63131

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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)

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| 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 or Number of Shares |
| Performance Program | (1) | 11/20/2006 | | P | 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

Conn Lance
 C/O CHARTER COMMUNICATIONS, INC.
 12405 POWERSCOURT DRIVE
 ST. LOUIS, MO 63131

X

Signatures

/s/ Lance Conn 11/22/2006

 Date
 **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).
- (1) On November 20, 2006, the Reporting Person entered into an agreement (the "Agreement"), effective November 20, 2006, with Vulcan, Inc. ("Vulcan"), the employer of the Reporting Person, pursuant to which the Reporting Person was granted a right to receive a performance-based fee based on the performance of certain direct or indirect assets of the sole shareholder of Vulcan, including the sole shareholder of Vulcan's interests in the Issuer's Class A Common Stock. As a result of the adoption of the plan, the Reporting Person may be deemed to have a pecuniary interest in the shares of Class A Common Stock held directly or indirectly by the sole shareholder of Vulcan.
- (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 corporations controlled by the sole shareholder of Vulcan,
- (4) 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.

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- 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 sole shareholder of Vulcan in exchange for securities of a subsidiary of the Issuer, in settlement of a dispute between the sole shareholder of Vulcan, corporations controlled by the sole shareholder of Vulcan, 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 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.
- (5)
- (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.

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