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CHARTER COMMUNICATIONS INC /MO/

Form 4 November 30, 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 Smit Neil Issuer Symbol CHARTER COMMUNICATIONS (Check all applicable) INC /MO/ [CHTR] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O CHARTER 11/29/2006 CEO and President COMMUNICATIONS, INC., 12405 POWERSCOURT DRIVE (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 ST. LOUIS, MO 63131 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership (Instr. 4) Following or Indirect Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Class A Common 11/29/2006 Μ 300,000 A 2,312,500 D 1.176 Stock Class A 300,000

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

S

(1)

D

Common

Stock

11/29/2006

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

2,012,500

D

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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)

D Se	Title of erivative ecurity nstr. 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date		7. Title and A Underlying S (Instr. 3 and	Seci
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sł
	on-Qualified tock Option	\$ 1.176	11/29/2006		М		300,000 (2)	08/22/2006	08/22/2015	Class A Common Stock	3

Reporting Owners

Reporting Own	Relationships						
		Director	10% Owner	Officer	Other		
Smit Neil C/O CHARTER COM 12405 POWERSCOU ST. LOUIS, MO 6313	Х		CEO and President				
Signatures							
Neil Smit	11/30/2006						
<u>**</u> 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) Sale of 300,000 exercised shares of vested stock option.
- (2) Exercise of 300,000 shares of vested stock option, which vests in three equal installments on August 22, 2006, 2007 and 2008.

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.