

CHARTER COMMUNICATIONS INC /MO/
 Form 4
 February 07, 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 *
 ALLEN PAUL G

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)
 505 FIFTH AVE SOUTH, SUITE 900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2007

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

SEATTLE, WA 98104

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

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/26/2007		X		1,150,000	D	\$ 1.15
Class A Common Stock	01/26/2007		J ⁽¹⁾		388,399	A	\$ 3.41

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

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number.

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 or Number of Shares
Option Agreement (obligation to sell)	\$ 1.15	01/26/2007		X	1	05/09/2006	12/24/2009	Class A Common Stock	1,150,000 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN PAUL G 505 FIFTH AVE SOUTH SUITE 900 SEATTLE, WA 98104	X	X	Chairman	

Signatures

/s/ Gregory Landis, Attorney-in-Fact for Paul G. Allen
02/06/2007

__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).

Charter Investment, Inc., a corporation owned by the Reporting Person ("CII"), entered into an Option Agreement, dated May 9, 2006, in consideration for financial advisory services previously provided to Vulcan Inc. which is an affiliate of CII and of which the Reporting Person is the sole shareholder. Pursuant to this Option Agreement, CII was obligated to sell the subject shares referenced above for the exercise price referenced above, at the option of the entity that is the counterparty of the Option Agreement. On January 26, 2007, the counterparty of the Option Agreement exercised its cashless exercise rights under the Option Agreement and CII accordingly will deliver 761,601 shares of Class A Common Stock to such counterparty and will retain 388,399 shares of Class A Common Stock otherwise deliverable by CII under the Option Agreement in satisfaction of the purchase price payable by the counterparty thereunder.

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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