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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

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

**Date of Report (Date of earliest event reported): April 14, 2008**



**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)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE; TRANSFER OF LISTING.**

On April 14, 2008, Charter Communications, Inc. (the "Company") received a letter from The NASDAQ Stock Market LLC ("NASDAQ") advising that, for the previous 30 consecutive business days, the bid price of the Company's Class A common stock (the "Common Stock") had closed below the minimum \$1.00 per share requirement for continued inclusion on the NASDAQ Global Select Market pursuant to NASDAQ Marketplace Rule 4450(a)(5). This notification has no effect on the listing of the Common Stock at this time. On April 18, 2008, the Company issued the press release, filed with this Current Report as Exhibit 99.1, announcing that it had received such letter from NASDAQ.

NASDAQ stated in its letter that, in accordance with NASDAQ Marketplace Rule 4450(e)(2), the Company will be provided 180 calendar days, or until October 13, 2008, to regain compliance with the minimum bid price requirement. The NASDAQ letter also states that if at any time before October 13, 2008, the bid price of the Common Stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, the NASDAQ staff will provide the Company with written notification that it has again achieved compliance with the minimum bid price requirement.

The Company intends to monitor the bid price of the Common Stock and consider available options if the Common Stock does not trade at a level likely to result in the Company regaining compliance with NASDAQ's minimum bid price requirement by October 13, 2008.

If the Company does not regain compliance with the minimum bid price requirement by October 13, 2008, the Company may appeal the delisting determination to a NASDAQ Listings Qualifications Panel pursuant to applicable NASDAQ rules. Alternatively, NASDAQ Marketplace Rule 4450(i) may permit the Company to transfer the Common Stock to the NASDAQ Capital Market if the Common Stock satisfies all criteria, other than compliance with the minimum bid price requirement, for initial inclusion on such market. In the event of such a transfer, the NASDAQ Marketplace Rules provide that the Company will be afforded an additional 180 calendar days to comply with the minimum bid price requirement while listed on the NASDAQ Capital Market.

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**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibits are filed pursuant to Item 3.01:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated April 18, 2008. *

\* filed herewith

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## 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: April 18, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 18, 2008. *

\* filed herewith



# NEWS

## Charter Receives Notice Regarding Minimum Bid Price Rule

**St. Louis, Missouri**, April 18, 2008 – Charter Communications, Inc. (NASDAQ: CHTR) announced today that it received notice from the Nasdaq Stock Market on April 14, 2008 that its Class A common stock had closed below \$1.00 per share for 30 consecutive business days, and the Company is therefore not in compliance with Marketplace Rule 4450(a)(5).

In accordance with Marketplace Rule 4450(e)(2), the Company may regain compliance if at any time by October 13, 2008, the Company's Class A common stock closes at or above \$1.00 for 10 consecutive business days and the Company otherwise meets the Nasdaq's listing requirements.

If the Company does not regain compliance by October 13, 2008, the Company may apply for continued listing on The Nasdaq Capital Market if it meets the Nasdaq's initial listing requirements other than the minimum price rule at the time. If approved, the Company will be granted up to an additional 180 calendar days to regain compliance while trading on The Nasdaq Capital Market.

Neither the debt covenants applicable to Charter or its subsidiaries, nor its ongoing operations are directly affected by the Company's non-compliance with Marketplace Rule 4450(a)(5) or continued trading on the Nasdaq Global Select Market.

Charter is committed to continuing to improve our operating and financial results to increase value for our shareholders.

### About Charter Communications

Charter Communications, Inc. is a leading broadband communications company and the third-largest publicly traded cable operator in the United States. Charter provides a full range of advanced broadband services, including Charter Digital® video entertainment programming, Charter High-Speed® Internet access, and Charter Telephone®. Charter Business™ similarly provides scalable, tailored and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, video and music entertainment services and business telephone. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [www.charter.com](http://www.charter.com).

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