

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Crestview Partners GP, L.P.</u> (Last) (First) (Middle) <u>C/O CRESTVIEW, L.L.C.</u> <u>667 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [CHTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
Class A Common Stock	12/17/2012		S		30,373 ⁽¹⁾	D	\$70.1571	3,260,662 ⁽²⁾⁽³⁾	I	See Footnotes ⁽²⁾⁽³⁾
Class A Common Stock	12/18/2012		S		30,373 ⁽¹⁾	D	\$71.4266	3,230,289 ⁽²⁾⁽³⁾	I	See Footnotes ⁽²⁾⁽³⁾
Class A Common Stock	12/19/2012		S		30,373 ⁽¹⁾	D	\$73.6832	3,199,916 ⁽²⁾⁽³⁾	I	See Footnotes ⁽²⁾⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Crestview Partners GP, L.P.</u> (Last) (First) (Middle) <u>C/O CRESTVIEW, L.L.C.</u> <u>667 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>CRESTVIEW, L.L.C.</u> (Last) (First) (Middle) <u>C/O CRESTVIEW, L.L.C.</u> <u>667 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person*

[ENCORE, LLC](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW PARTNERS \(PF\), L.P.](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW HOLDINGS \(TE\), L.P.](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ENCORE \(ERISA\), LTD](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW PARTNERS \(ERISA\), L.P.](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESTVIEW OFFSHORE HOLDINGS
\(CAYMAN\), L.P.](#)

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.
667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

1. Name and Address of Reporting Person *

CRESTVIEW PARTNERS, L.P.

(Last) (First) (Middle)

C/O CRESTVIEW, L.L.C.

667 MADISON AVENUE

(Street)

NEW YORK NY 10065

(City) (State) (Zip)

Explanation of Responses:

1. The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated December 6, 2012, which is intended to comply with Rule 10b5-1.
2. See Exhibit 99.1 for text to footnote (2).
3. See Exhibit 99.1 for text to footnote (3).

Remarks:

CRESTVIEW, L.L.C., general
partner of the Designated Filer,
by /s/ Ross A. Oliver, Senior 12/19/2012
Counsel and Chief Compliance
Officer

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners, L.P.

Crestview Partners (PF), L.P.

Crestview Holdings (TE), L.P.

Crestview Partners (ERISA), L.P.

Crestview Offshore Holdings (Cayman), L.P.

By: Crestview Partners GP, L.P, as general partner
By: Crestview, L.L.C., as general partner
By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners GP, L.P.

By: Crestview, L.L.C., as general partner
By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Encore (ERISA), Ltd.

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Director

Encore II, LLC

By: Crestview Partners II, L.P., as member
By: Crestview Partners II GP, L.P, as general partner
By: Crestview, L.L.C., as general partner
By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II, L.P.

Crestview Partners II (FF), L.P.

Crestview Partners II (TE), L.P.

Crestview Offshore Holdings II (Cayman), L.P.

Crestview Offshore Holdings II (FF Cayman), L.P.

Crestview Offshore Holdings II (892 Cayman), L.P.

By: Crestview Partners II GP, L.P, as general partner
By: Crestview, L.L.C., as general partner
By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II GP, L.P.

By: Crestview, L.L.C., as general partner
By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Date: 12/19/2012