SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*] Dykhouse Richard R	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)		Director _____ 10% Owner _____
C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014	X Officer (give title below) _____ Other (specify below) _____
(Street)		EVP/Gen Counsel/Corp Secretary
STAMFORD CT 06901	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person _____ 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	12/31/2014		M		1,916	A	(1)	6,716	D	
Class A Common Stock	12/31/2014		F		653[(2)]	D	$169.08	6,063	D	

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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	12/31/2014		M			1,916	(3)	(3)	Class A Common Stock	1,916	$0	3,834	D	

Explanation of Responses:

1. Restricted Stock Units convert into common stock on a one-for-one basis.

2. Withholding of securities for the purpose of paying taxes from securities reported in Footnote #1.

3. On 4/26/2011 the reporting person was granted 11,500 Restricted Stock Units with one-third to vest in four equal annual installments on each of the first four anniversaries of 4/26/2011; one-third to vest in four equal annual installments on each of the first four anniversaries of the vesting commencement date of 12/31/2011; and one-third to vest in four equal annual installments on each of the first four anniversaries of the vesting commencement date of 12/31/2012.

Remarks:

/s/Richard R. Dykhouse   01/03/2015

** 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.