

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

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

Date of Report (Date of earliest event reported): **December 14, 2004**



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)

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

Effective December 14, 2004, Section 3.2 of the Amended and Restated Bylaws of Charter Communications, Inc. ("Charter") was amended to provide that the number of directors on the Board of Directors of Charter shall be fixed at eleven (11) persons, until changed from time to time by resolution of the Board or by the stockholders and that ten (10) directors shall be elected by the holders of the Class B Common Stock and one (1) director shall be elected by the holders of the Class A Common Stock and Class B Common Stock voting together as one class. Section 3.2 of the Amended and Restated Bylaws previously provided that the number of directors would be fixed at twelve (12) persons. A copy of the amendment is being filed with this report as Exhibit 3.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed pursuant to Item 5.03:

<u>Exhibit Number</u>	<u>Description</u>
3.1	8th Amendment to the Amended and Restated Bylaws of Charter Communications, Inc.*

* filed herewith

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: December 15, 2004

By: /s/ Paul E. Martin
Name: Paul E. Martin
Title: Interim Co-Chief Financial Officer,
Senior Vice President and Controller
(Co-Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

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* filed herewith

**8th AMENDMENT TO THE AMENDED AND RESTATED BYLAWS
OF
CHARTER COMMUNICATIONS, INC.**

The Amended and Restated Bylaws of the Corporation, are amended as follows effective December 14, 2004:

ARTICLE III - DIRECTORS

SECTION 3.2 Number; Terms and Vacancies. The number of directors, which shall constitute the whole Board, shall be fixed at eleven (11) persons, until changed from time to time by resolution of the Board or by the stockholders. Ten (10) directors shall be elected by the holders of the Class B Common Stock and one (1) director shall be elected by the holders of the Class A Common Stock and Class B Common Stock voting together as one class. Any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause shall be filled in the manner provided in the Certificate of Incorporation.

CERTIFICATE OF ASSISTANT SECRETARY

The undersigned certifies:

1. That the undersigned is duly elected and acting Assistant Secretary of Charter Communications Inc., a Delaware corporation; and

(2) that the foregoing 8th Amendment to the Amended and Restated Bylaws of the Corporation was adopted by the Board on the 14 day of December 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation this 14 day of December 2004.

/s/ Patricia M. Carroll

Patricia M. Carroll, Assistant Secretary

