

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>ALLEN PAUL G</b> <hr/> (Last) (First) (Middle) <b>505 FIFTH AVE SOUTH</b> <b>SUITE 900</b> <hr/> (Street) <b>SEATTLE WA 98104</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CHARTER COMMUNICATIONS INC</b> <b>/MO/ [ CHTR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2007</b>	
	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	01/26/2007		X		1,150,000	D	\$1.15	28,025,705	D	
Class A Common Stock	01/26/2007		J <sup>(1)</sup>		388,399	A	\$3.41	28,453,167	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
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 <sup>(1)</sup>	(1)	0	I	Please see footnote <sup>(1)</sup>

**Explanation of Responses:**

1. 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.

**Remarks:**

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

\*\* 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.