

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Schmitz Eloise</u>		2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC /MO/ [CHTR]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <u>EVP/Chief Financial Officer</u> Other (specify below) _____	
(Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>12405 POWERSCOURT DRIVE</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2009</u>		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	
(Street) <u>ST. LOUIS MO 63131</u>		4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)					

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	11/30/2009		J ⁽¹⁾		45,488		D	\$0 ⁽¹⁾	0	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				
Stock Option	\$2.85	11/30/2009		J			40,000 ⁽¹⁾	07/23/2003	07/23/2012	Class A Common Stock	40,000	\$0	282,650	D	
Stock Option	\$1.525	11/30/2009		J			8,750 ⁽¹⁾	04/29/2004	04/29/2013	Class A Common Stock	8,750	\$0	273,900	D	
Stock Option	\$5.17	11/30/2009		J			28,000 ⁽¹⁾	01/27/2005	01/27/2014	Class A Common Stock	28,000	\$0	245,900	D	
Stock Option	\$1.525	11/30/2009		J			83,700 ⁽¹⁾	03/25/2006	03/25/2015	Class A Common Stock	83,700	\$0	162,200	D	
Stock Option	\$1	11/30/2009		J			31,100 ⁽¹⁾	03/10/2007	03/10/2016	Class A Common Stock	31,100	\$0	131,100	D	
Stock Option	\$1.32	11/30/2009		J			100,000 ⁽¹⁾	08/29/2007	08/29/2016	Class A Common Stock	100,000	\$0	31,100	D	
Stock Option	\$2.835	11/30/2009		J			31,100 ⁽¹⁾	03/09/2008	03/09/2017	Class A Common Stock	31,100	\$0	0	D	

Explanation of Responses:

1. Pursuant to the Issuer's Amended Joint Plan of Reorganization, which was approved by the United States Bankruptcy Court for the Southern District of New York, each share of Issuer common stock outstanding and any stock option unexercised prior to the Issuer's emergence from bankruptcy was cancelled effective November 30, 2009.

Remarks:

/s/ Paul J. Rutterer, Attorney-in-Fact

12/01/2009

** 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.

Know all persons by these presents, that the undersigned constitutes and appoints each of Grier C. Raclin, Richard R. Dykhouse, Paul J. Rutterer, and Constance C. K

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exerci

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of the

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: August 2, 2007

By: /s/ Eloise E. Schmitz

Print Name: Eloise E. Schmitz