

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* Dykhous 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) EVP/Gen Counsel/Corp Secretary		
(Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2015					
(Street) STAMFORD CT 06901			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 Form filed by More than One Reporting Person _____		
(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			

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 Options (3-Year Cliff)	\$158.92	01/15/2015		A		22,593		01/15/2018 ⁽¹⁾	01/15/2025	Class A Common Stock	22,593	\$0	47,129	D	
Restricted Stock Units (3-Year Cliff)	\$0 ⁽²⁾	01/15/2015		A		944		01/15/2018 ⁽³⁾	(4)	Class A Common Stock	944	\$0	2,044	D	

Explanation of Responses:

- Stock Options granted on January 15, 2015 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 15, 2018. Such options will terminate 10 years from date of grant unless terminated sooner in accordance with the plan or grant agreement.
- Restricted Stock Unit Grant - Price Not Applicable.
- Restricted Stock Units granted on January 15, 2015 under the Charter Communications, Inc. 2009 Stock Incentive Plan; 100% of the grant will vest on the third anniversary of the grant date, January 15, 2018.
- Not applicable.

Remarks:

/s/Jennifer Dau-Sullivan as attorney-in-fact for **01/20/2015**
Richard R. Dykhous

** 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 Thomas E. Proost, Dan Bollinger, Constance C. Kovach and Jennifer Da

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 exerc

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 th

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

Date: 12/30/2014 By: /s/Richard R. Dykhouse

Print Name: Richard R. Dykhouse

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