

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

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

1. Name and Address of Reporting Person* <u>STEELHEAD PARTNERS LLC</u> (Last) (First) (Middle) <u>1301 FIRST AVENUE, SUITE 201</u> (Street) <u>SEATTLE WA 98101</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS INC</u> <u>/MO/ [CHTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See footnotes
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2008</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

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			
Common Stock par value \$.0001 per share	05/07/2008		s		450,000	D	\$1.3921	39,426,277	I	See footnotes ⁽¹⁾ (2)(3)(4)

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					

1. Name and Address of Reporting Person*
STEELHEAD PARTNERS LLC
 (Last) (First) (Middle)
1301 FIRST AVENUE, SUITE 201
 (Street)
SEATTLE WA 98101
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
JOHNSTON JAMES MICHAEL
 (Last) (First) (Middle)
1301 FIRST AVENUE, SUITE 201
 (Street)
SEATTLE WA 98101
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KLEIN BRIAN KATZ
 (Last) (First) (Middle)
1301 FIRST AVENUE, SUITE 201
 (Street)

SEATTLE WA 98101

(City) (State) (Zip)

Explanation of Responses:

1. The reporting persons are: (i) Steelhead Partners, LLC ("Steelhead"), a registered investment advisor within the meaning of Rule 16a-1(a)(1)(v) under the Exchange Act; and (ii) each of James Michael Johnston and Brian Katz Klein, Steelhead's member-managers.
2. The shares of the issuer's Class A Common Stock (the "Class A Stock") reported on this Form 4 are held directly by: (i) Steelhead Navigator Fund, L.P. (f/k/a "The J-K Navigator Fund, L.P.") ("Navigator"), (ii) The J.K. One Fund, L.P. ("One Fund", and collectively with Navigator, the "Domestic Funds"), (iii) Steelhead Offshore, Ltd. (the "Offshore Fund"); and (iv) other client accounts managed by Steelhead (the "client accounts" and, collectively with the Domestic Funds and the Offshore Fund, the "Funds") none of which, for Section 16 purposes, is itself the beneficial owner of more than 10% of the Class A Stock. Steelhead is the general partner of the Domestic Funds and the investment manager of the Offshore Fund and the client accounts.
3. Each of Steelhead, Mr. Johnston, Mr. Klein and the Funds expressly disclaims beneficial ownership in these securities, except to the extent of their respective pecuniary interests therein.
4. Although none of the Funds is itself the beneficial owner of more than 10% of the issuer's Class A Stock, Steelhead and the other reporting persons may be deemed to beneficially own the securities owned by the Funds insofar as they may be deemed to have the power to direct the voting or disposition of such securities. The reporting persons have elected therefore to file this Form 4 voluntarily to report the Funds' holdings on an aggregate basis, notwithstanding the reporting exemption applicable to registered investment advisors under Rule 16a-1(a)(1)(v) and to control persons under Rule 16a-1(a)(1)(vii). The filing of this Form 4 should not, however, be deemed an admission by any of the reporting persons that such person falls outside the scope of the foregoing exemptions, or that the reporting persons and/or the Funds form a group within the meaning of Rule 16a-1(a)(1).

Remarks:

Steelhead Partners, LLC; By:
James Michael Johnston, its 05/08/2008
Member-Manager; /s/ James
Michael Johnston

James Michael Johnston; /s/ 05/08/2008
James Michael Johnston

Brian Katz Klein; /s/ Brian 05/08/2008
Katz Klein

** 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.