

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

CHARTER COMMUNICATIONS, INC.
(Name of Subject Company (Issuer))

CHARTER COMMUNICATIONS, INC.
(Name of Filing Person (Issuer))

4.75% CONVERTIBLE SENIOR NOTES DUE 2006
5.75% CONVERTIBLE SENIOR NOTES DUE 2005
(Title of Classes of Securities)

16117MAC1
16117MAB3
16117MAA5

(CUSIP Numbers of Classes of Securities)

CURTIS S. SHAW, ESQ.
CHARTER COMMUNICATIONS, INC.
12405 POWERSCOURT DRIVE
ST. LOUIS, MISSOURI 63131
(314) 965-0555

(Name, Address, and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
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\$285,250,000	\$23,076.73

* For the purpose of calculating amount of filing fee only. The amount assumes that up to \$210,000,000 aggregate principal amount of 5.75% Convertible Senior Notes due 2005 are purchased at a price equal to \$825.00 per \$1,000 principal amount and up to \$140,000,000 aggregate principal amount of 4.75% Convertible Senior Notes due 2006 are purchased at a price equal to \$800.00 per \$1,000 principal amount.

** A filing fee of \$72,793.82 was previously paid.

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- [] third-party tender offer subject to Rule 14d-1.
- [X] issuer tender offer subject to Rule 13e-4.
- [] going-private transaction subject to Rule 13e-3.
- [] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

INTRODUCTORY STATEMENT

This Amendment No. 2 relates to the offers by Charter Communications, Inc., a Delaware corporation ("CCI"), to purchase for cash up to \$140,000,000 aggregate principal amount of its outstanding 4.75% Convertible Senior Notes due 2006 (the "4.75% Notes") at a purchase price equal to \$800.00 per \$1,000 in principal amount, plus accrued and unpaid interest thereon to, but not including, the date of purchase, and up to \$210,000,000 aggregate principal amount of its outstanding 5.75% Convertible Senior Notes due 2005 (the "5.75% Notes," and together with the 4.75% Notes, the "Notes") at a purchase price equal to \$825.00 per \$1,000 in principal amount, plus accrued and unpaid interest thereon to, but not including, the date of purchase.

This Amendment No. 2 is being filed by CCI and, together with the Supplement to Charter Communications, Inc. Offer to Purchase, dated as of July 30, 2003, attached hereto as Exhibit (a)(1)(v) (the "Supplement"), amends and supplements certain provisions of the Tender Offer Statement on Schedule TO filed on July 11, 2003, as amended by Amendment No. 1 filed on July 31, 2003 (the "Schedule TO"), and the offers by CCI as set forth in the Offer to Purchase (as amended and supplemented, the "Offer to Purchase"), and the related Letter of Transmittal (as amended and supplemented, the "Letter of Transmittal") which, together with the Offer to Purchase, constitute the "Offers" and both of which were filed as Exhibits to the initial Schedule TO with the SEC. This Amendment No. 2 and the Supplement modify the Offers (i) to decrease the principal purchase amount sought (x) of the 4.75% Notes from \$506,000,000 to \$140,000,000; and (y) of the 5.75% Notes from \$600,000,000 to \$210,000,000; (ii) to extend the expiration time of the Offers from 8:00 a.m., New York City time, August 8, 2003 to 12:00 midnight, New York City time, August 12, 2003; (iii) to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended; and (iv) in certain additional respects.

ITEM 1. SUMMARY TERM SHEET

The information is set forth in the section entitled "Summary Term Sheet" in the Offer to Purchase, as amended and supplemented by the Supplement, and is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION

(a)(1)(i)-(iii), (v)-(ix), (xii): The information is set forth in the sections entitled "Summary Term Sheet," "The Offers," "Procedures for Tendering and Withdrawing Notes," and "United States Federal Income Tax Considerations" of the Offer to Purchase, as amended and supplemented by the Supplement, and is incorporated herein by reference.

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

(a) The information is set forth in the section entitled "The Offers" of the Offer to Purchase, as amended and supplemented by the Supplement, and is incorporated herein by reference.

(b) The information is set forth in the sections entitled "Important," "Summary Term Sheet," and "The Offers" of the Offer to Purchase, as amended and supplemented by the

Supplement, and is incorporated herein by reference. We have no alternative financing arrangements or financing plans in the event that the primary financing plans fall through.

(d)(1) The information is set forth in the section entitled "The Offers" of the Offer to Purchase, as amended and supplemented by the Supplement, and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 is hereby amended and supplemented by adding the Supplement to the Offer to Purchase, dated as of July 30, 2003, as Exhibit (a)(1)(v), filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Charter Communications, Inc.

By: /s/ Curtis S. Shaw

Name: Curtis S. Shaw
Title: Senior Vice President, General Counsel
and Secretary

Dated: July 31, 2003

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
(a)(1)(i)	Offer to Purchase, dated July 11, 2003.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Guidelines to Form W-9*
(a)(1)(iv)	Press Release, dated July 30, 2003 *
(a)(1)(v)	Supplement to the Offer to Purchase, dated as of July 30, 2003 **
(a)(2)-(a)(4)	None.
(d)(1)(i)(A)	Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 4 to the registration statement on Form S-4 of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation filed on July 22, 1999 (File No. 333-77499)).
(d)(1)(i)(B)	Assumption Agreement regarding Option Plan, dated as of May 25, 1999, by and between Charter Communications Holdings, LLC and Charter Communications Holding Company, LLC (incorporated by reference to Exhibit 10.13 to Amendment No. 6 to the registration statement on Form S-4 of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation filed on August 27, 1999 (File No. 333-77499)).
(d)(1)(i)(C)	Form of Amendment No. 1 to the Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.10(c) to Amendment No. 4 to the registration statement on Form S-1 of Charter Communications, Inc. on November 1, 1999 (File No. 333-83887)).
(d)(1)(i)(D)	Amendment No. 2 to the Charter Communications Holdings, LLC 1999 Option Plan (incorporated by reference to Exhibit 10.4(c) to the annual report on Form 10-K filed by Charter Communications, Inc. on March 30, 2000 (File No. 000-27927)).
(d)(1)(i)(E)	Amendment No. 3 to the Charter Communications 1999 Option Plan (incorporated by reference to Exhibit 10.14(e) to the annual report on Form 10-K of Charter Communications, Inc. filed on March 29, 2002 (File No. 000-27927)).
(d)(1)(i)(F)	Amendment No. 4 to the Charter Communications 1999 Option Plan (incorporated by reference to Exhibit 10.10(f) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).

EXHIBIT NO. -----	DESCRIPTION -----
(d)(1)(ii)(A)	Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.25 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on May 15, 2001 (File No. 000-27927)).
(d)(1)(ii)(B)	Amendment No. 1 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(b) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(C)	Amendment No. 2 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on November 14, 2001 (File No. 000-27927)).
(d)(1)(ii)(D)	Amendment No. 3 to the Charter Communications, Inc. 2001 Stock Incentive Plan effective January 2, 2002 (incorporated by reference to Exhibit 10.15(c) to the annual report on Form 10-K of Charter Communications, Inc. filed on March 29, 2002 (File No. 000-27927)).
(d)(1)(ii)(E)	Amendment No. 4 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(e) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(1)(ii)(F)	Amendment No. 5 to the Charter Communications, Inc. 2001 Stock Incentive Plan (incorporated by reference to Exhibit 10.11(f) to the annual report on Form 10-K of Charter Communications, Inc. filed on April 15, 2003 (File No. 000-27927)).
(d)(2)	Form of Savoy Stock Option Agreement, dated November 8, 1999, between Vulcan Cable III, Paul G. Allen and William D. Savoy (incorporated by reference to Exhibit 10.15 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).
(d)(3)	Form of Registration Rights Agreement, dated as of November 12, 1999, by and among Charter Communications, Inc., Charter Investment, Inc., Vulcan Cable III Inc., Mr. Paul G. Allen, Mr. Jerald L. Kent, Mr. Howard L. Wood and Mr. Barry L. Babcock (incorporated by reference to Exhibit 10.14 to Amendment No. 3 to the registration statement on Form S-1 of Charter Communications, Inc. filed on October 18, 1999 (File No. 333-83887)).

EXHIBIT NO. -----	DESCRIPTION -----
(d)(4)	Accretion Put Agreement, dated as of November 12, 2001, between Paul G. Allen and each of Chatham Investments, LLLP (Kevin B. Allen), Jeffrey D. Bennis, Stephen E. Hattrup, CRM I Limited Partnership LLLP, CRM II Limited Partnership, LLLP, Lucille Maun, Peter N. Smith, Monroe M. Rifkin, Bruce A. Rifkin, Stuart G. Rifkin, Ruth Rifkin Bennis, Rifkin Family Investment Company, L.L.L.P., Rifkin & Associates, Inc., and Rifkin Children's Trust III (incorporated by reference to Exhibit 10.17 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).
(d)(5)	Put Agreement, dated as of November 12, 2001, between Paul G. Allen and each of Falcon Holding Group, Inc., Falcon Cable Trust, Nathanson Family Trust, Blackhawk Holding Company, Inc., Advance Company, Ltd., Advance TV of California, Inc., and Greg Nathanson (incorporated by reference to Exhibit 10.18 to Amendment No. 3 to the Schedule 13D of Paul G. Allen filed on March 11, 2002 (File No. 005-57191)).
(d)(6)	Form of Exchange Agreement, dated as of November 12, 1999 by and among Charter Investment, Inc., Charter Communications, Inc., Vulcan Cable III Inc. and Paul G. Allen (incorporated by reference to Exhibit 10.13 to Amendment No. 3 to the registration statement on Form S-1 of CCI filed on October 18, 1999 (File No. 333-83887)).
(g)	None.
(h)	None.

* Previously filed.

** Filed herewith.

SUPPLEMENT
TO THE
OFFER TO PURCHASE, DATED JULY 11, 2003,
BY
CHARTER COMMUNICATIONS, INC.

PRINCIPAL AMOUNT PRINCIPAL PURCHASE TENDER OFFER SERIES OF NOTES CUSIP NUMBER OUTSTANDING(1) AMOUNT CONSIDERATION(2) - ----- ----- -----	
4.75% Convertible Senior Notes due	
2006.....	
16117MAC1 \$632,500,000	
\$140,000,000 \$800.00	
5.75% Convertible Senior Notes 16117MAB3 due	
2005.....	
16117MAA5 \$750,000,000	
\$210,000,000 \$825.00	

(1) Principal amount outstanding at June 30, 2003.

(2) Per \$1,000 principal amount of notes that are accepted for purchase.

The offers will expire at 12:00 midnight, New York City time, on Tuesday, August 12, 2003, unless extended or earlier terminated (such time, as the same may be extended or earlier terminated, is referred to as the expiration time). Holders must tender their notes before the expiration time to receive the applicable tender offer consideration. Tenders of notes may be withdrawn at any time prior to the expiration time.

Charter Communications, Inc., referred to as CCI, hereby amends and supplements the offers to purchase for cash its outstanding convertible debt securities listed above, collectively referred to as the notes, upon the terms and conditions set forth in the offer to purchase, dated July 11, 2003, referred to as the offer to purchase, as amended and supplemented by this supplement, referred to as this supplement, and the related letter of transmittal, as amended and supplemented by this supplement, referred to as the letter of transmittal. Unless otherwise defined, terms used in this supplement have the same meanings as in the offer to purchase. Except as set forth in this supplement, the terms and conditions of the offers remain as set forth in the offer to purchase and the letter of transmittal, as applicable. The purpose of this supplement is to (i) decrease the size of the offers, (ii) extend the expiration time for the offers, and (iii) make other minor updates.

Even though the foregoing changes are not reflected in the letter of transmittal distributed to holders with the offer to purchase, CCI will not print and distribute new letters of transmittal reflecting these changes. Holders should use the originally distributed letter of transmittal to tender their notes in the offers.

The terms of the offers have been revised as follows:

DESCRIPTION OF PRINCIPAL CHANGES TO THE OFFERS

1. PRINCIPAL PURCHASE AMOUNT

The principal purchase amount for each series of notes has been decreased as set forth below.

OLD PRINCIPAL NEW PRINCIPAL SERIES OF NOTES PURCHASE AMOUNT PURCHASE AMOUNT - ----- ----- -----	
- ----- 4.75%	
Convertible Senior Notes due	
2006.....	
\$506,000,000	
\$140,000,000 5.75%	
Convertible Senior Notes due	
2005.....	
\$600,000,000	
\$210,000,000	

All references to the "principal purchase amount" in the offer to purchase and letter of transmittal for any series of notes shall mean the amount set forth for such series in the column above captioned "New Principal Purchase Amount."

DATED AS OF JULY 30, 2003

To the extent that either offer is undersubscribed, we reserve the right, subject to and in accordance with applicable law, to use any funds which are not used in an undersubscribed offer to purchase additional notes in the other offer.

2. EXPIRATION TIME

The expiration time for the offers has been extended to 12:00 midnight, New York City time, on Tuesday, August 12, 2003, unless extended or earlier terminated. Each reference in the offer to purchase and the letter of transmittal to the expiration time is hereby amended to refer to 12:00 midnight, New York City time, on Tuesday, August 12, 2003. Tenders of notes may be withdrawn at any time prior to the expiration time.

Holder's who have already properly tendered their notes pursuant to the procedures set forth in the offer to purchase and letter of transmittal are not required to take any further action to receive the tender offer consideration for any such notes purchased pursuant to the offers.

DESCRIPTION OF OTHER CHANGES TO THE OFFERS

1. CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The section captioned "Cautionary Statement Regarding Forward-Looking Statements" set forth on page (iv) in the offer to purchase is hereby amended to add the following sentences after the first sentence:

"Such forward-looking statements, however, do not qualify for the "safe harbor" provisions set forth in such sections. We specifically disclaim reliance on such safe harbors."

2. SUMMARY TERM SHEET

A. The Summary Term Sheet set forth in the offer to purchase is hereby amended to replace the bulleted paragraph in its entirety under the question "When will we make payment for your tendered notes?" on page 2 of the offer to purchase with the following sentence:

"- We will make payment for tendered notes we have accepted in each offer promptly after the expiration time for such offer."

B. The Summary Term Sheet set forth in the offer to purchase is hereby amended to replace the bulleted paragraph in its entirety under the question "When will you know how many of your notes will be accepted for payment?" on page 2 of the offer to purchase with the following sentences:

"- In the event that proration of any series of notes is required, we will announce the preliminary results of proration by press release and thereafter determine the final proration factor as soon as practicable after the expiration time. Holders may also obtain preliminary proration information from either the information agent or the dealer manager."

C. The Summary Term Sheet set forth in the offer to purchase is hereby amended to make the following changes in the second bulleted paragraph under the question "What is the source of funds for the offers?" on pages 2-3 of the offer to purchase:

The words "or distribute" are added after the word "loan" in the first sentence, and the word "receives" is substituted for the words "borrows from the offering subsidiaries" in the third sentence.

D. The Summary Term Sheet set forth in the offer to purchase is hereby amended to add the following sentences after the last bulleted paragraph under the question "What is the source of funds for the offers?" on pages 2-3 of the offer to purchase:

"- Our subsidiaries currently expect to receive gross proceeds of approximately \$1,700,000,000 from the concurrent private placements. If the offers are fully subscribed, we currently expect to use approximately \$285,000,000 of these proceeds to fund the purchase of notes in the offers. If the offers and the Holdings offers are fully subscribed, in order to satisfy the financing condition, the concurrent private placements would have to result in gross proceeds of approximately \$1,700,000,000."

E. The Summary Term Sheet set forth in the offer to purchase is hereby amended to add the following sentence after the end of the last bulleted paragraph under the question "Are there any conditions to the offer?" on page 3 of the offer to purchase:

"- All conditions to each offer must be satisfied or waived prior to or at the expiration time for such offer."

F. The Summary Term Sheet set forth in the offer to purchase is hereby amended to add the following sentence after the second sentence of the bulleted paragraph under the question "What are the Holdings offers for the Holdings notes?" on pages 4-5 of the offer to purchase:

"We currently expect that proceeds from the concurrent private placements of approximately \$880,000,000 will be required to fund the Holdings offers if the Holdings offers are fully subscribed, in addition to the amount required to fund the offers and the anticipated repayment of indebtedness of one or more of our subsidiaries' bank credit facilities. See 'The Offers -- Source and Amount of Funds.'"

3. THE OFFERS

A. The section captioned "The Offers -- General" set forth on pages 8-9 in the offer to purchase is hereby amended to replace the last sentence of the sixth paragraph of that section with the following sentences:

"To the extent that less than the applicable principal purchase amount of the notes are tendered in the offers for either series of notes, we reserve the right, subject to and in accordance with applicable law, to use any funds which are not used in an undersubscribed offer to purchase additional notes in the other offer. Alternatively, in such event, Holdings may use any remaining funds to purchase additional Holdings notes in the Holdings offers."

Each other place in the offer to purchase where the consequences of undersubscription of either offer is discussed is hereby amended to reflect that should either offer not be fully subscribed, we reserve the right, subject to and in accordance with applicable law, to use any funds which are not used in an undersubscribed offer to purchase additional notes in the other offer. Alternatively, in such event, Holdings may use the remaining funds to purchase additional Holdings notes in the Holdings offers.

B. The section captioned "The Offers -- Holdings' Offers for Senior Notes and Senior Discount Notes of Holdings and Charter Capital" set forth on page 10 in the offer to purchase is hereby amended to replace the third and fourth sentences with the following sentences:

"We currently expect that proceeds from the concurrent private placements of approximately \$880,000,000 will be required to fund the Holdings offers if the Holdings offers are fully subscribed, in addition to the amount required to fund the offers and the anticipated repayment of indebtedness of one or more of our subsidiaries' bank credit facilities. See "-- Source and Amount of Funds." The Holdings offers also are scheduled to expire at 12:00 midnight, New York City time, on Tuesday, August 12, 2003, unless extended or earlier terminated."

C. The section captioned "The Offers -- Source and Amount of Funds" set forth on pages 11-12 in the offer to purchase is hereby amended to make the following changes in the last paragraph of the section:

The words "or distribute" are added after the word "loan" in the first sentence, and the word "receives" is substituted for the words "borrows from the offering subsidiaries" in the third sentence.

D. The section captioned "The Offers -- Source and Amount of Funds" set forth on pages 11-12 in the offer to purchase is hereby amended to add the following sentences as a new paragraph after the end of the last paragraph of such section:

"Our subsidiaries currently expect to receive gross proceeds of approximately \$1,700,000,000 from the concurrent private placements. If the offers are fully subscribed, we currently expect to use approximately \$285,000,000 of these proceeds to fund the purchase of notes in the offers. If the offers and the Holdings offers are fully subscribed, in order to satisfy the financing condition, the concurrent private placements would have to result in gross proceeds of approximately \$1,700,000,000."

E. The section captioned "The Offers -- Conditions to the Offers" set forth on pages 13-14 in the offer to purchase is hereby amended to add the following sentence as a new paragraph before the last paragraph of such section:

"All conditions to each offer must be satisfied or waived prior to or at the expiration time for such offer."

4. PROCEDURES FOR TENDERING AND WITHDRAWING NOTES

The section captioned "Procedures for Tendering and Withdrawing Notes -- Acceptance for Payment" set forth on pages 19-20 in the offer to purchase is hereby amended to replace the second sentence of the first paragraph of that section with the following sentences:

"Such acceptance will occur promptly after the expiration time. All conditions to the offer set forth under "The Offers -- Conditions to the Offers" must be satisfied or waived prior to or at the expiration time."