

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* <u>Mayo Kathleen</u> (Last) (First) (Middle) C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET, 10TH FLOOR (Street) STAMFORD CT 06901 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP/Customer Operations
	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	11/19/2013		M		8,333 ⁽¹⁾	A	\$81.607	11,740	D	
Class A Common Stock	11/19/2013		M		16,666 ⁽²⁾	A	\$81.607	28,406	D	
Class A Common Stock	11/19/2013		S		28,406 ⁽³⁾	D	\$129.2364 ⁽⁴⁾	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
Time Vesting Options	\$81.607	11/19/2013		M		8,333		09/17/2013	09/17/2022	Class A Common Stock	8,333	\$0	25,001	D	
Performance Vesting Options	\$81.607	11/19/2013		M		16,666		09/17/2013	09/17/2022	Class A Common Stock	16,666	\$0	50,000	D	

Explanation of Responses:

- Exercise of a portion of time-vesting stock options granted on 9/17/2012 under the Charter Communications, Inc. 2009 Stock Incentive Plan.
- Exercise of a portion of performance-vesting stock options granted on 9/17/2012 under the Charter Communications, Inc. 2009 Stock Incentive Plan.
- Includes the sale of stock options reported as exercised in Footnotes 1 and 2.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.8715 to \$129.7, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

/s/Kathleen R. Mayo 11/19/2013
 ** 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.

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