

OMB APPROVAL

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the
Public Utility Holding Company Act of 1935
or Section 30(f) of the Investment Company
Act of 1940

/ / Check this box if no
longer subject to
Section 16. Form 4
or Form 5 obligations
may continue. See
Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person\*
Peretsman Nancy B.
2. Issuer Name and Ticker or Trading Symbol
Charter Communications, Inc.--CHTR
3. IRS Identification
Number of Reporting
Person, if an entity
(Voluntary)
4. Statement for
Month/Year
February 2002
5. If Amendment,
Date of Original
(Month/Year)
February 2002
6. Relationship of Reporting Person(s)
to Issuer (Check all applicable)
X Director 10% Owner
Officer (give title below)
Other (Specify below)
7. Individual or Joint/Group Filing
(Check Applicable Line)
Form filed by One
Reporting Person
Form filed by More than
One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Transaction Date (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 at End of Month (Instr. 3 and 4), 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4), 7. Nature of Ownership (Instr. 4). Row 1: Class A Common Stock, 2/12/02, P, 50,000, A, 11.00, 60,000, D.

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).

(Over)







Instruction  
6 for  
procedure.  
SEC 1474 (7-  
96)  
Potential  
persons who  
are to  
respond to  
the  
collection  
of  
information  
contained in  
this form  
are not  
required to  
respond  
unless the  
form  
displays a  
currently  
valid OMB  
Number.