

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 31, 2005**



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Effective March 31, 2005, Charter Communications, Inc. ("Charter") entered into an employment agreement with Michael J. Lovett, under which he will be employed as Executive Vice President and Chief Operating Officer for a term commencing March 31, 2005 and expiring on March 31, 2008. The contract will be reviewed every 18 months thereafter and may be extended pursuant to such reviews. Under the agreement, Mr. Lovett will receive an annual base salary of \$575,000 and will be eligible to receive an annual bonus targeted at 80% of his base salary under Charter's senior management bonus plan. Charter will also provide Mr. Lovett with equity incentives commensurate with his position and responsibilities, as determined by the Board of Directors in its discretion. If his employment is terminated without cause or if he terminates his employment due to a change in control or for good reason (as defined in the agreement), Charter will pay Mr. Lovett an amount equal to the aggregate base salary due to Mr. Lovett during the remainder of the term, within fifteen days of termination. In addition, if we terminate his employment without cause, Mr. Lovett will be entitled to receive a pro rated bonus for the fiscal year in which he is terminated based upon financial results through the month of termination. Mr. Lovett's agreement includes a covenant not to compete for the balance of the term and for two years thereafter. The agreement further provides that Mr. Lovett is entitled to receive certain relocation expenses and to participate in any benefit plan generally afforded to, and to receive vacation and sick pay on such terms as are offered to, our other senior executive officers.

ITEM 5.02(c). DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

Charter announced the promotion of Michael J. Lovett to Chief Operating Officer for Charter Communications, Inc. effective March 31, 2005. Mr. Lovett, 43, served as Executive Vice President, Operations and Customer Care since September 2004. Prior to that he served as Senior Vice President, Midwest Division Operations and as Senior Vice President of Operations Support, since joining Charter in August 2003. Mr. Lovett was Chief Operating Officer of Voyant Technologies, Inc., a voice conferencing hardware/software solutions provider, from December 2001 to August 2003. From November 2000 to December 2001, he was Executive Vice President of Operations for OneSecure, Inc., a startup company delivering management/monitoring of firewalls and virtual private networks. Prior to that, Mr. Lovett was Regional Vice President at AT&T from June 1999 to November 2000 where he was responsible for operations. Mr. Lovett was Senior Vice President at Jones Intercable from October 1989 to June 1999 where he was responsible for operations in nine states. Mr. Lovett began his career in cable television at Centel Corporation where he held a number of positions. A press release announcing Mr. Lovett's promotion is attached.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of April 1, 2005.*

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

Dated: April 6, 2005

By: /s/ Patricia M. Carroll
Name: Patricia M. Carroll
Title: Vice President and Senior Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of April 1, 2005.*

* filed herewith



NEWS

FOR RELEASE: April 1, 2005

CHARTER PROMOTES MICHAEL J. LOVETT TO CHIEF OPERATING OFFICER

ST. LOUIS -- The promotion of Michael J. Lovett to Chief Operating Officer for Charter Communications, Inc. (Nasdaq:CHTR) was announced today by Robert P. May, Interim President and CEO.

Mr. Lovett was promoted to Executive Vice President of Operations and Customer Care in September, 2004. He joined Charter in August, 2003 as Senior Vice President of Operations Support.

In making the announcement of Mr. Lovett's promotion, Mr. May said, "Together with our senior leadership team, Mike Lovett is instilling a renewed sense of operational excellence and customer focus throughout the organization. His ability to enact process improvement techniques to leverage best practices and skill sets is helping to create a "Customer First" culture across the Company. I'm confident that with Mike's proven business experience and leadership, the Charter team will drive continued improvements in service delivery and customer care."

Mr. Lovett's career in cable television began in 1980 with Centel Communications where he progressed to Regional Operations Manager in Chicago. He was with Jones Intercable, Inc. from 1989 to 1999, rising to Senior Vice President of Operations; and a Regional Vice President of Operations for AT&T BIS in Chicago. Subsequent to this appointment, he was Executive Vice President of Operations for OneSecure, Inc., a managed security service company providing management/monitoring of Firewalls and VPN's. He was Chief Operating Officer for Voyant Technologies, Inc., a voice conferencing hardware/software solutions provider in Denver prior to joining Charter.

About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™, Charter High-Speed™ Internet service and Charter Telephone™. Charter also provides business-to-business video, data and Internet protocol (IP) solutions through Charter Business™. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at www.charter.com.

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