

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Hargis Jonathan</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /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) _____ <u>EVP/Chief Marketing Officer</u> | | |
| (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET, 10TH FLOOR</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2013</u> | | | | | |
| (Street) <u>STAMFORD CT 06901</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____ | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 05/08/2013 | | M | | 20,000 ⁽¹⁾ | A | \$61.87 | 23,407 | D | |
| Class A Common Stock | 05/08/2013 | | S | | 22,725 ⁽²⁾ | D | \$108.368 ⁽³⁾ | 682 | 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 |
| Performance Vesting Options | \$61.87 | 05/08/2013 | | M | | | 20,000 | 04/09/2012 | 04/09/2022 | Class A Common Stock | 20,000 | \$61.87 | 46,666 | D | |

Explanation of Responses:

- Exercise of portion of vested Stock Options granted on 04/09/2012 under the Charter Communications, Inc. Amended and Restated 2009 Stock Incentive Plan, 33,333 stock options will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$80 per-share (average of issuer's per share closing price on NASDAQ for any 60 consecutive trading days) and 33,333 stock options will vest upon the first occurrence of Issuer's Class A Common Stock achieving a stock price threshold of \$100 per-share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days). Such options terminate 10 years from the date of grant unless terminated sooner in accordance with the plan or agreement.
- Includes sale of stock options reported as exercised in Footnote 1.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.93 to \$108.78, 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/ Jennifer Dau-Sullivan as attorney-in-fact for Jonathan Hargis 05/09/2013

** 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.

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.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned constitutes and appoints each of Richard R. Dykhouse, Paul J. Rutterer, Constance C. Kovach and Jennif

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exerc

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of th

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: April 10, 2012 By: /s/ Jonathan Hargis

Print Name: Jonathan Hargis

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